मंगलूर रिफाइनरी एण्ड पेट्रोकेमिकल्स लिमिटेड

MANGALORE REFINERY AND PETROCHEMICALS LIMITED

अनुसूची 'अ' के अंतर्गत भारत सरकार का उद्यम / SCHEDULE 'A' GOVT OF INDIA ENTERPRISES

(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 मंगलुरु – 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

Quarterly Report for 31st December 2021

Part I (General Requirement)

In compliance various disclosure requirements provided under Debenture Trust Deed entered into between yourselves and SBICAP Trustee Company Limited. We also refer to the applicable provisions of 'Companies Act, 2013', 'Companies (Share Capital and Debenture) Rules 2014', 'SEBI (Issue and Listing of Non-Convertible Securities) 2021', 'SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 'SEBI (Debenture Trustee) Regulations 1993', as amended from time to time. Request you to provide the following details

Sr. No.	Particulars	INE103A08027	INE103A08019	INE103A08035	INE103A08043	INE103A08050
1	Issue Size (Rs. in crore)	500	1,000	1,060	1,217	1,200
2	Public/Rights/ Privately Placed	Private Placement	Private Placement	Private Placement	Private Placement	Private Placement
3	Listed/Unlisted	Listed	Listed	Listed	Listed	Listed
4	Secured/Unsecured	Unsecured	Unsecured	Unsecured	Unsecured	Unsecured
5	Credit Rating as on date state ,revision if any and immediate previous ratings	AAA by CRISIL and ICRA (There is no change in immediate previous ratings)	AAA by CRISIL and ICRA (There is no change in immediate previous ratings)	AAA by CRISIL and ICRA (There is no change in immediate previous ratings)	AAA by CARE and India Rating (There is no change in immediate previous ratings)	AAA by CARE and India Rating (There is no change in immediate previous ratings)
6	Date of Opening of Issue	09-Jan-20	09-Jan-20	27-Jan-20	28-Dec-20	27-Dec-21
7	Date of Closure of Issue	09-Jan-20	09-Jan-20	27-Jan-20	28-Dec-20	27-Dec-21
8	Date of Allotment	13-Jan-20	13-Jan-20	29-Jan-20	29-Dec-20	29-Dec-21
9	Date of Dispatch of Bonds/Debentures/Credit of Bonds/Debentures to Bond/Debenture Holder's Demat Account	13-Jan-20	13-Jan-20	29-Jan-20	29-Dec-20	29-Dec-21

10	CDSL/NSDL Letters to be Provided	Already Provided	Already Provided	Already Provided	Already Provided	Already Provided
11	Date of Execution of Debenture Trustee Agreement	29-Nov-19	29-Nov-19	29-Nov-19	21-Dec-20	21-Dec-21
12	Date of Execution of Trust Deed	09-Apr-20	09-Apr-20	09-Apr-20	24-Mar-21	29-Dec-21
13	Date of Registration with ROC (ROC Certificate to be provided)	Not applicable as debentures are unsecured.				
14	Form GNL 2, PAS 3 along with Information Memorandum (in PAS 4) and PAS 5 along with challan filed with the Registrar of Companies . Confirmation the said filing has been done within 30 days from the date of Information Memorandum.	Yes	Yes	Yes	Yes	Yes
15	Form PAS 5 along with Information Memorandum filed with SEBI along with acknowledgement receipt . Confirmation the said filing has been done within 30 days from the date of Information Memorandum.	13-Jan-20	13-Jan-20	29-Jan-20	29-Dec-20	29-Dec-21
16	Form MGT 14 in respect of the shareholder and board resolution for issue of debentures along with challan filed with Registrar of Companies	Yes				
17	Please attach an updated list of Debenture holders registered in the Register of Debenture Holders inculding: Issue size, Name(s) of Debenture Holder, Address, Contact No. and email ID.	Already Provided	Already Provided	Already Provided	Already Provided	Already Provided
18	**Details of complaints/grievances - In case no complaints have been received, a confirmation thereof.**					
	Complaints/Grievances pending for the previous quarter	0				
	Complaints/ Grievances pending for the current quarter	0				
	Resolved/Unresolved	0				
	Reason (*if pending beyond 30days of receipt of grievance)*	Not Applicable				
19	ISIN No	INE103A08027	INE103A08019	INE103A08035	INE103A08043	INE103A08043
	Due date of redemption and/or interest (falling in Quarter ending on Dec' 2021)	Nil	Nil	Nil	29-Dec-21	Nil
	Paid/unpaid (date of payment, if paid, reasons if not paid)	Nil	Nil	Nil	29-Dec-21	Nil
	Next due date for the payment of Interest / principal	13-Jan-22	13-Jan-22	29-Jan-22	29-Dec-22	29-Dec-22
20	**Debenture redemption reserve (in case not applicable, please mentioned reason for the same**	Not applicable				
21	**Security and Insurance (Refer Note -1)**					

a	The assets of the Company and of the guarantors, if any, which are available by way of security/cashflows/profits are sufficient to discharge the claims of the debenture holders as and when they become due and that such assets are free from any other encumbrances except those which are specifically agreed to by the debenture holders (Furnished Yes/No)	Not applicable as debentures are unsecured.
b	All the Insurance policies obtained are valid, enforceable and cover the risks as required under the Information Memorandum/Debenture Trust Deed, and are endorsed in favour of Debenture Trustee as 'Loss Payee'. The premium in respect of the following insurance policies have been paid.	N.A.
	Policy No.	
	Coverage (Rs.)	
	Period & expiry date	
	Status of Endorsement	
22	**Statutory Confirmation by the issuer (As per Annexure B)**	Attached
	Copies of the following information/documents (to be attached): -	
23	**Asset cover Certificate along with the details to be certified by the external agency appointed by SBICAP Trustee Company Limited (Note 2) (As per Annexure A)**	Asset cover certificate already submitted
(i)	Asset cover ratio Required	1
(ii)	Asset cover ratio maintained	1.67
24	A statement of value of pledged securities- -to be certified by the external agency appointed by SBICAP Trustee Company Limited **(Note -3)**	N.A.
25	A statement of value of Debt Service Reserve Account or any other form of security --to be certified by the external agency appointed by SBICAP Trustee Company Limited **(Note -4)**	N.A.
26	Net worth certificate of personal guarantors [if any] --to be certified by the external agency appointed by SBICAP Trustee Company Limited **(Note -5)**	N.A.

27	Financials/value of corporate guarantor [If any] prepared on basis of audited financial statement etc. of the guarantors - -to be certified by the external agency appointed by SBICAP Trustee Company Limited **(Note - 6)**	N.A.	
28	Valuation report and title search report for immovable and movable secured assets -to be certified by the external agency appointed by SBICAP Trustee Company Limited **(Note -7)**	Not applicable as debentures are unsecured.	
29	A one-time certificate from the statutory auditor of the Company with respect to the use of the proceeds raised through the issue of Debentures as and when such proceeds have been completely deployed toward the proposed end-uses:	Utilization Certificate from Statutory auditors in form of Independent Auditor report being part of Financial Statement has been submitted	Will be submitted in due Course.
(i)	Periodical reports from lead bank regarding progress of the Project	N.A.	
(ii)	In respect of utilization of funds during the implementation period of the project.	N.A.	

Note -1 Applicable for Secured Debentures

Note -2 To be submitted within 30 days from the end of each quarter in the format as provided under Annexure A of the SEBI Circular, bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated 12.11.2020 (Applicable in case Secured Non-convertible Securities).

Note -3-4 To be submitted within 30 days from the end of each quarter as per the SEBI Circular, bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated 12.11.2020 (Applicable in case Secured Non-convertible Securities)

Note -5 To be submitted within 30 days from end of the second and fourth quarter as per the SEBI Circular, bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated 12.11.2020 (Applicable in case Secured Non-Convertible Securities).

Note -6-7 To be submitted within 45 days from end of each financial year as per the SEBI Circular, bearing reference number SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230 dated 12.11.2020.

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Part II (LODR Requirement) for quarter ended 31st December 2021

Sr. No.	Particulars	Issue 1A	Issue 1B	Issue 2	Issue 3	Issue 4
1	ISIN (All outstanding ISINs as on 31st December 2021)	INE103A08027	INE103A08019	INE103A08035	INE103A08043	INE103A08050
2	Un-audited or audited financial results for the Quarter ended December 31, 2021, signed by Statutory Auditor. [*In case of issuers whose accounts are audited by the Comptroller and Auditor General of India; the report shall be provided by any Practicing Chartered Accountant.] Confirmation of Half-yearly results shall be taken on record by the Board of Directors and signed by the Managing Director / Executive Directors within 45 days from the end of Quarter. [Note: Refer regulation 52 of SEBI LODR]	Already Submitted				
3	Value of book debts / receivables certified by the statutory auditor [Note -10]	N.A. as issue is unsecured				
4	Please specify purpose of utilization of Proceeds (deviations, if any) **[Note -11]**	As per Information Memorandum already submitted at the time of issue. Further, there is no deviation.				
5	Debt-equity ratio	Refer financial results already submitted				
6	Debt Service Coverage Ratio [Not applicable to Banks or /NBFCs/ Housing Finance Companies registered with the Reserve Bank of India.]	Refer financial results already submitted				

7	Interest Service Coverage Ratio [Not applicable to Banks //NBFCs/ Housing Finance Companies registered with the Reserve Bank of India.]	Refer financial results already submitted				
8	Debenture Redemption Reserve (DRR) and Debenture Redemption Fund (DRF); **(Table A)**	Not applicable				
9	Net worth of the company	Refer financial results already submitted				
10	Net profit after tax	Refer financial results already submitted				
11	Earnings per share	Refer financial results already submitted				
12	Current ratio	Refer financial results already submitted				
13	Long term debt to working capital	Refer financial results already submitted				
14	Bad debts to Account receivable ratio	Refer financial results already submitted				
15	Current liability ratio	Refer financial results already submitted				
16	Total debts to total assets	Refer financial results already submitted				
17	Debtors' turnover	Refer financial results already submitted				
18	Inventory turnover	Refer financial results already submitted				
19	Operating margin (%)	Refer financial results already submitted				
20	Net profit margin (%)	Refer financial results already submitted				
21	Sector specific equivalent ratios, as applicable	Refer financial results already submitted				
22	Please confirm the Status of compliance with the covenants of the Offer Document/Information Memorandum/Debenture Trustee Deed etc.	Complied				
23	A copy of the Statement indicating the utilization of issue proceeds of non-convertible securities on quarterly basis along with the acknowledgement from the Stock Exchange. (The same shall be submitted to STCL within forty – five days from the end of each quarter till the time the issue proceeds have been fully utilised or the purpose for which these proceeds were raised has been achieved.	N.A	N.A	N.A	N.A	Submitted as per Regulation 52(7) of SEBI (LODR)
24	In case of any material deviation in the use of proceeds as compared to the objects of the issue, the same shall be indicated as per **Annexure D**	No deviation				
25	Details of Recovery Expense Fund **(Table B)**	As per Table B				
26	Details of Accounts/funds to be maintained in case of Municipal Debt Securities – Applicable for Municipal Bonds **(Table C)**	N.A.				

27	Financials/value of guarantor prepared on basis of audited financial statement etc. of the Guarantor (secured by way of corporate guarantee)	N.A.				
28	**Please provide Certificate of confirmation from Key Managerial Person of the Company for the below and specify Yes/No for the same:**					
(i)	Security in terms of Information Memorandum/Debenture Trust Deed created within due date (Yes/No)	N.A. as issue is unsecured				
(ii)	Details of pending security (if any) - (Yes or No)	N.A. as issue is unsecured				
(iii)	Reasons for delay (waiver if any) - (Yes or No)	N.A. as issue is unsecured				
29	**Please provide Certificate of confirmation from Key Managerial Person of the Company for the below and specify Yes/No for the same and dates as applicable:**					
(i)	Due date (s) for the payment of interest/principal (falling in the previous half-year)	Nil	Nil	Nil	29-Dec-21	Nil
	Payment of interest/principal on due date (Yes/No)	Nil	Nil	Nil	Yes	Nil
	Reasons for delay (if any)	Nil	Nil	Nil	Nil	Nil
	Please provide Certificate of confirmation from Key Managerial Person of the Company and specify dates and reason for the below:					
	Due date (s) for the payment of interest/principal (falling in the forthcoming half-year)	13-Jan-22	13-Jan-22	29-Jan-22	Nil	Nil
	Reasons for change (if any)	Nil	Nil	Nil	Nil	Nil
	Please provide certificates/undertaking for below mentioned points:					
	The audited financial results, along with the statutory auditor's report, the directors annual report, profit and loss accounts, balance sheets (Audited Results) - **[NOTE -12]**	N.A, as this is annual requirement				
30	Certified true copy of the letter submitted to the stock exchange in terms of Reg. 54(2) of the SEBI (Listing Obligations and Disclosure Requirements) 2015 **- Letter to Stock Exchange**	N.A. as issue is unsecured				
Part II	**Information to be submitted to the Debenture Trustee (Regulation 56)**					

31	A copy of the annual report at the same time as it is issued along with ***a copy of certificate from the auditors in respect of utilisation of funds during the implementation period of the project for which the funds have been raised:*** *In case of debentures issued for financing working capital or general corporate purposes or for capital raising purposes the copy of the auditor's certificate to be submitted at the end of each financial year till the funds have been fully utilised or the purpose for which these funds were intended has been achieved.*	Utilization Certificate from Statutory auditors in form of Independent Auditor report being part of Financial Statement has been submitted				Will be submitted in due Course.
32	A copy of all notices, resolutions and circulars relating to-					
	(i) New issue of non-convertible debt securities at the same time as they are sent to shareholders/ holders of non-convertible debt securities.	Already submitted				
	(ii) The meetings of holders of non-convertible debt securities at the same time as they are sent to the holders of non-convertible debt securities or advertised in the media including those relating to proceedings of the meetings;	N.A.				
33	**Intimations regarding:**					
	(i) Any revision in the rating.	Nil				
	(ii) Any default in timely payment of interest or redemption or both in respect of the non-convertible debt securities.	Nil				
	(iii) Failure to create charge on the assets.	N.A. as issue is unsecured				
	(iv) All covenants of the issue (including side letters, accelerated payment clause, etc.)	Nil				

34	A half-yearly certificate regarding maintenance of hundred percent asset cover or Higher asset cover as per the terms of offer document/ Information Memorandum and/or Debenture Trust Deed, including compliance with all the covenants, in respect of listed non-convertible debt securities, ***by the statutory auditor***, along with the financial results, as per **Annexure C** (***the submission of half yearly certificate is not applicable where bonds are secured by a government guarantee***)**. [Note – 14]**	Already submitted
35	Disclose to the Debenture Trustee at the same time as it has intimated to the stock exchange, all material events and/or information as disclosed under regulation 51of these regulations in so far as it relates to the interest, principal, issue and terms of non-convertible debt securities, rating, creation of charge on the assets, notices, resolutions and meetings of holders of non-convertible debt securities.	No Such Material events and / or information
Part III	**Confirmation about the Information to be submitted to the Debenture holders (Regulation 58)**	
36	Soft copies of the full annual reports to all the holders of non-convertible securities who have registered their email address(es) either with the listed entity or with any depository; **[NOTE -13]**	Yes
37	Hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders of non-convertible Securities who have not so registered	Nil
38	Hard copies of full annual reports to those holders of **Non-Convertible Securitie**s and Non convertibal predfernce share, who request for the same	Nil

39	Notice(s) of all meetings of holders of non-convertible debt securities specifically stating that the provisions for appointment of proxy as mentioned in Section 105 of the Companies Act, 2013, shall be applicable for such meeting **[NOTE- 15]**	Since the meeting was held in virtual mode, proxy is not applicable
40	Proxy forms to holders of non-convertible debt securities which shall be worded in such a manner that holders of these securities may vote either for or against each resolution **[NOTE-16]**	Since the meeting was held in virtual mode, proxy is not applicable.

Notes:

Note – 10	Where the debentures are secured by receivables/book debts (to be provided on Half Yearly Basis)
Note - 11	Enclose format for deviation and variation as per Annexure 'D' to the SEBI circular (SEBI/HO/DDHS/08/2020 dated January 17, 2020.) In case the debentures are issued for financing working capital to be submitted at end of each financial year. The said format is also attached hereunder as Appendix. [Refer Annexure D] (to be provided on Half Yearly Basis)
Note – 12	This is an annual requirement, thus to be included as per the FY followed by the issuer company
Note – 13	Regulation 58 (1)(a) of LODR
Note – 14	Regulation 56(1)(d) of SEBI LODR [Refer Annexure C]
Note – 15	Regulation 58 (2) of LODR
Note – 16	Regulation 58 (3) of LODR
Note - 17	As per SEBI Circular Dated November 12, 2020, bearing reference No. SEBI/ HO/ MIRSD/ CRADT/ CIR/ P/ 2020/230

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Table A

1. Details of Debenture Redemption Reserve (If applicable):

Series / Tranche	Amount of issue Rs. (In Cr.)	DRR required to be created Rs. (In Cr.)	DRR created up to 31.03.2021 Rs. (In Cr.)	Funds invested for debentures maturing during the year
N.A.				

2. Details of Debenture Reserve Fund (DRF) for debentures maturing during 2021-22: (If applicable)

Rs. (In Cr.)

Series / Tranche	ISIN	Date of maturity during 2021-22	Amount of maturity during 2021-22	DRF required to be invested	DRF created and invested	Method of DRF invested or deposited	Remarks on Deficiency in DRF if any.
N.A.							

Table B

3. Details of Recovery Expense Fund

Sr. No.	Name of the Listed Entity (including ISINs)	Type of Issue (Public/ Privately Placed)	Issue Size Rs. (In Cr.))	Size/ Value of recovery fund maintained	Any addition in the Recovery Expense fund during the quarter	Details of usage of the funds, if any, during the quarter	Additional Remarks
1	INE103A08027	Private Placement	500	25 Lakhs	Nil	Nil	Nil
2	INE103A08019	Private Placement	1000				
3	INE103A08035	Private Placement	1060				
4	INE103A08043	Private Placement	1217				
5	INE103A08050	Private Placement	1200				

Table C

4. Accounts/ funds to be maintained in case of Municipal Debt Securities (if Applicable)

Sr. No.	Name of the Listed Entity	Type of Issue (Public/ Privately Placed)	Issue Size	Size/ Value of Fund/account maintained			Action taken by debenture trustee, if any (in case of shortfall etc.)
				No lien escrow account	Interest payment account	Sinking fund account	
N.A.							

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Annexure B

The Issuer hereby declares the following: (below points which are not applicable, please mark as NA)

1 There is no default in payment of interest and redemption and any other monies.

2 There is no significant change in composition of Board of Directors except during the quarter, MoP&NG vide order dated 08/11/2021 had appointed following Independent Directors on the Board of MRPL :
1) Shri Rajkumar Sharma
2) Adv. Nivedida Subramanian
3) Shri Manohar Singh Verma
4) Shri Pankaj Gupta

3 All requisite information / documents indicated as per conditions precedent/subsequent in debenture document/s in respect of NCD are submitted from time to time.

4 There are no events or information or happenings which may have a bearing on the performance/operation of the Company, or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures.

5 Company has submitted the pre-authorisation as per SEBI Circular on Operational circular dated 10.08.2021 bearing reference no SEBI/HO/DDHS/P/CIR/2021/613 and if there is any change in the provided bank details same will be shared within 1working day as specified in the said circular.

6 Company has complied with the provisions of Companies Act, Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, the listing agreement with stock exchange, trust deed and all other regulations issued by SEBI pertaining to debt issue from time to time.

7 Security Documents executed by the Company remain valid (including but not limited to the purpose of and as provided in Limitation Act 1963), subsisting and binding upon the Company - **N.A. as the NCD issues are unsecured.**

8 There is no Delay or Failure to create security (if any), with detailed reasons for delay or default in security creation and the timelines within which the same shall be created- **N.A. as the NCD issues are unsecured.**

9 Any additional covenants of the issue (including side letters, accelerated payment clause, etc.) and status thereof has been furnished to Debenture Trustee/Debenture Holders - **N.A.**

10 A scheme of amalgamation of OMPL with MRPL has been filed with the Ministry of Corporate Affairs.

11 There are no changes in the nature and conduct of the business by the Company.

12 There is no Outstanding litigations, orders, directions, notices, of court/tribunal affecting, or likely to materially affect the interests of the Debenture Holders or the assets, mortgaged and charged under security creation documents, if any - **No**

13 Proposals, if any placed before the board of directors for seeking alteration in the form or nature or rights or privileges of the Debentures or in the due dates on which interest or redemption are payable, if any **- No**

14 There are no events or information or happenings which may have a bearing on the performance /operation of the Company , or there is no price sensitive information or any action as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that may affect the payment of interest or redemption of the Debentures. **- No**

15 Details of Corporate Debt Restructuring (if any); **- No**

16 Details of lenders/creditors joining or entering into Inter Creditor Agreement as per RBI guidelines, including all such information/ documents required to be submitted by the Company to the RBI on an annual basis in respect of such Financial Year, as applicable **- No**

17 Details of Fraud/defaults by promoter or key managerial personnel or by Issuer Company or arrest of key managerial personnel or promoter **- No**

18 Details of one-time settlement with any bank/Any other Creditor (if any) **- No**

19 Details of Reference to Insolvency or a petition (if any) filed by any creditor **- No**

20 We confirm that a functional website containing, amongst others, Email address for grievance redressal and other relevant details and Name of the debenture trustees with full contact details is maintained by the Company **- Yes**

21 All information and reports including compliance reports filed by the Company on the website - **Yes**

22 The information, report, notices, call letters, circulars, proceedings, etc., concerning non-convertible securities has been published on the website **- Yes**

Yours faithfully,

For Mangalore Refinery and Petrochemicals Limited.

KALAVALA BADARINARAYAN A SHYAMKUMAR

Digitally signed by KALAVALA BADARINARAYANA SHYAMKUMAR
Date: 2022.02.04 16:18:15 +05'30'

K.B. Shyam Kumar

Company Secretary