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Independent Auditor's Review Report on the Unaudited Standalone Financial Results for the Quarter and Nine Months ended 31st December 2021 Pursuant to the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

To

The Board of Directors

**Mangalore Refinery and Petrochemicals Limited,
Post Kuthethoor, Mangaluru 575030**

1. We have reviewed the accompanying Statement of unaudited standalone financial results ("the Statement") of **MANGALORE REFINERY AND PETROCHEMICALS LIMITED ("the Company")** for the quarter ended 31st December, 2021, and year to date results for the period from 1st April, 2021 to 31st December, 2021 attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") as amended including relevant circulars issued by the SEBI from time to time.
2. This statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, ("Ind AS 34"), "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. We draw attention to Note No. 11 to the standalone financial results regarding the management's assessment that no impairment of the investment would be required by the Company in the subsidiary Company OMPL for the quarter and nine months ended 31st December, 2021. The appropriateness of recoverability of Investment in the subsidiary company is dependent upon the realization of

future cash flow projections estimated by the Board of Directors of OMPL. However, considering the history of continuous losses during earlier and current periods, whereby the net worth of OMPL has completely eroded, present COVID 19 uncertainties, the material adverse variances between the budgeted estimates and the actual financial results during the earlier years, the reliability of such figures could not be convincingly established by the company before us, and as per the information available in public domain regarding the existing legal issues with NCLT to the major prospective buyer of para-xylene with whom the subsidiary company has entered into an Off-take agreement for a period of 10 years which is the major source of inflows to OMPL, the management's contention about the recoverability of future cash flows will be a matter of major concern for us, which will impact the substratum of both the companies. For the reasons stated above, the performance and financial position of OMPL over the foreseeable future is dependent on the outcome of resolution of various matters stated above, we have not been able to corroborate the Management's contention of recoverability of the carrying value of its investments related to OMPL aggregating to ₹ 2959.56 Crore as at the reporting date. Accordingly, we are unable to comment on the appropriateness of the carrying value of such investments and their consequential impact on the financial results for the quarter and nine months ended on 31st December, 2021 and its appropriateness of conforming with the strictures of Ind AS -36.

5. Based on our review conducted as above, except for the possible effects of our observation in Para 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, ("Ind AS"), specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **SANKAR & MOORTHY**
Chartered Accountants
Firm Registration Number: 003575S

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CA VINEETH KRISHNAN K V
Partner
Membership no: 232371

Place : Kannur
Date : 28th January, 2022
UDIN : 22232371AAAAAU4835

For **RAM RAJ & CO**
Chartered Accountants
Firm Registration Number: 002839S

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Dr. CA ASHOK KUMAR C
Partner
Membership no: 230405

Place : Chittoor
Date : 28th January, 2022
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Independent Auditor's Review Report on the Unaudited Consolidated Financial Results for the Quarter and Nine Months ended 31st December, 2021 Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To

The Board of Directors
Mangalore Refinery and Petrochemicals Limited,
Post Kuthethoor, Mangaluru 575030

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of **MANGALORE REFINERY AND PETROCHEMICALS LIMITED ("the Parent")** and its subsidiary (the Parent and its subsidiary together referred to as "the Group"), and its share of the net profit after tax and total comprehensive income of its joint venture for the quarter and nine months ended 31st December, 2021 ("the statement") attached herewith, being submitted by the Parent pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulation") as amended, including relevant circulars issued by the SEBI from time to time.
2. This statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting", prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The Statement includes the results of the following entities;

Subsidiary: ONGC Mangalore Petrochemicals Limited (OMPL)

Joint Venture: Shell MRPL Aviation Fuels and Services Ltd.

5. We draw attention to Note No. 8 to the consolidated financial results regarding the fact that the management of the subsidiary company ONGC Mangalore Petrochemicals Limited (OMPL) has undertaken Impairment test of non-financial assets as required under Ind AS-36 by taking into consideration the future cash flow projections which have duly taken on record by the Board of Directors of OMPL. The appropriateness of impairment testing is dependent upon the realization of such projections estimated by the Board of Directors of OMPL. However, considering the material adverse variances between the budgeted estimates and the actual financial results of the subsidiary company during the earlier years, the reliability of such figures could not be convincingly established before us, and as per the information available in public domain regarding the existing legal issues with NCLT to the major prospective buyer of para-xylene with whom the subsidiary company has entered into an Off-take agreement for a period of 10 years which is the major source of inflows to OMPL, the management's contention about the recoverability of future cash flows will be a matter of major concern for us. For the reasons stated above, the performance and financial position of OMPL over the foreseeable future is dependent on the outcome of resolution of various matters stated above, we have not been able to corroborate the impairment testing adopted by the management. Accordingly, we are unable to comment on the consequential impact on the consolidated financial results for the quarter and nine months ended on 31st December, 2021 and its appropriateness of conforming with the strictures of Ind AS -36 .
6. Based on our review conducted and procedures performed as stated in paragraph 3 above, except for the possible effects of our observation in Para 5 above and based on the consideration of the review reports of other auditors referred to in paragraph 8 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the applicable aforesaid

Indian Accounting Standards, (" Ind AS"), specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued there under and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Other Matters

7. We draw attention to -

Para 5 of the extract of Independent Auditors review report on the Unaudited Financial Results of the subsidiary Company ONGC Mangalore petrochemicals Limited by an Independent firm of Chartered Accountants vide their report dated 22nd January, 2022 which is reproduced by us as under:

"We draw attention to

Note 7 of Notes to accounts for the period ended 31st December, 2021 regarding the balance of deferred tax asset (net of deferred tax liability) amounting to ₹ 8,375.82 million. As mentioned in said note, consequent upon the review in future profit projections, a sum of ₹ 1003.81 million, being the net reversal of deferred tax asset, has been charged to the Statement of Profit and Loss. The deferred asset of ₹ 8,375.82 million appearing in the accounts is subject to review by the management of the Amalgamated company (Holding company) in the light of Ind AS 103 (Business combinations) on completion of merger proposal.

Our conclusion is not modified in respect of the above matters."

8. We did not review the interim financial results of one subsidiary, included in the consolidated unaudited financial results, whose interim financial information reflect total revenues (including other income) of ₹ 1,675.70 Crore and ₹ 4,925.40 Crore total net loss after tax of ₹ 404.70 Crore and ₹ 752.99 Crore total comprehensive loss of ₹ 404.70 Crore and ₹ 752.99 Crore for the quarter ended 31st December, 2021 and for the nine months ended 31st December 2021 respectively as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also include the Group's share in a Joint Venture of Net Profit after tax of ₹ 2.72 Crore and ₹ 3.48 Crore and Total

Comprehensive income of ₹ 2.72 Crore and ₹ 3.48 Crore for the quarter ended 31st December, 2021 and nine months ended 31st December, 2021 respectively as considered in the consolidated unaudited financial results, which have not been reviewed by us. These interim financial results have been reviewed by other auditors, whose report have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and Joint Venture, is based solely on the report of the other auditors and procedures performed by us as it stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of this matter.

For **SANKAR & MOORTHY**
Chartered Accountants
Firm Registration Number: 003575S

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Partner
Membership no: 232371

Place : Kannur
Date : 28th January, 2022
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For **RAM RAJ & CO**
Chartered Accountants
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