

**Auditor's certificate for privately placed Non-Convertible Debentures of Rs 10,000
Lacs raised by Deepak Fertilisers and Petrochemicals Corporation Limited.**

PREFACE

Deepak Fertilisers and Petrochemicals Corporation Limited ("the Company"), having its registered office at Opp. Golf Course, Shastri Nagar, Yerawada, Pune 411 006, is in the process of submitting the data for the period ended 30th September, 2014 ("for the relevant period") as per Debenture Trust Deed to the Central Bank of India, Debenture Trustee Section, Central Bank Building 6th Floor, MG Road, Fort, Mumbai 400 021 in relation to privately placed secured Non-Convertible Debentures (PPNCD) of Rs 10,000 Lacs issued by the Company as per break up given below:-

No.	Particulars	Issued Amount (Rs. Lacs)
500	9.75% Privately Placed Non-Convertible Debentures of Rs 10,00,000/- each	5,000
500	10.00% Privately Placed Non-Convertible Debentures of Rs 10,00,000/- each	5,000

As explained one of the requirements is to obtain the Auditor's certificate for the following-

1. Creation of Debenture Redemption Reserve as stipulated in the Debenture Trust Deed/ Companies Act, 2013/ SEBI Guidelines
2. Payment of interest up to the last due date.
3. Status of redemption of Debentures on due date.
4. The Properties secured for the Debentures are adequately insured and policies are in the joint name of the Trustees.
5. In case of default (Principal and interest), number of installments defaulted as on 30th September, 2014 with amount overdue.
6. Asset Coverage ratio.

The Management of the Company has complied and furnished to us relevant computation as per unaudited financials as on 30th September, 2014 which is given in annexures forming part of this certificate.

Pune

T + 91 020 60601005/6/7/8/9

+ 91 020 25666932/32926341

E bkkpune@bkkhareco.com

Hotel Swaroop, 4th Floor,

Lane No.10, Prabhat Road,

Bengaluru

T + 91 80 41 105357

E bkkbengaluru@bkkhareco.com

101, Money Chambers,

1st Floor, # 6.K. H. Road,

Shanthinagar.

New Delhi

T + 91 011 4182 8360

E bkkdelhi@bkkhareco.com

107, Sidharth Chambers,

Near IIT Gate,

Kalu Sarai, Hauz Khas.

CERTIFICATE

As per the information and explanations given to us by the Management of the Company and based on the examination of the unaudited books of account maintained by the Company for the relevant period and other relevant records, we hereby certify that:

1. Creation of Debenture Redemption Reserve as stipulated in the Debenture Trust Deed/ Companies Act, 2013/ SEBI Guidelines is as listed in Annexure - Item No.1
2. Payment of interest up to the last due date is as listed in Annexure - Item No.2
3. Status of redemption of Debentures along with due dates is as listed in Annexure - Item No.3
4. The Company has taken insurance for all its assets located at plot K1 to K8 located at Taloja MIDC for an aggregate amount of Rs 323,527 lacs which includes the assets mortgaged against the aforesaid debentures, and the policies are in the name of the Company and the reference to hypothecation information of the Trustees are mentioned in the policy.
5. There has been no default in payment of interest which were paid on respective due dates as listed in Annexure - Item no. 2
6. Asset coverage ratio is as listed in Annexure - Item no. 4

We conducted our examination on a test check basis in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.

The books of account of the Company for the relevant period, has not been audited by us, hence, our examination for the purpose of this certificate and figures stated in Annexure to the certificate is based on the said unaudited accounts.

This certificate has been issued by us to the management of the Company solely for the purpose of enabling it to comply with the requirements of Debenture trustee and should not be used by any other person or for any other purpose.

For M/s B.K. Khare & Co.

Chartered Accountants

Firm Reg No. 105102W


Naresh Kumar Kataria

Partner

Membership No : 37825

Dated: 22 December, 2014

Pune

T + 91 020 60601005/6/7/8/9

+ 91 020 25666932/32926341

E bkkpune@bkkhareco.com

Hotel Swaroop, 4th Floor,

Lane No.10, Prabhat Road,

Bengaluru

T + 91 80 41105357

E bkkbengaluru@bkkhareco.com

101, Money Chambers,

1st Floor, # 6 K. H. Road,

Shanthinagar,

New Delhi

T + 91 011 4182 8360

E bkkdelhi@bkkhareco.com

107, Siddharth Chambers,

Near IIT Gate,

Kalu Sarai Hauz Khas,

Deepak Fertilisers and Petrochemicals Corporation Limited

Annexure forming part of Certificate

1. Issue wise Creation of Debenture Redemption Reserve as stipulated in the Debenture Trust Deed/ Companies Act, 2013 / SEBI Guidelines as on 30th September, 2014 (Unaudited Accounts)

Debenture Series	Principal Amount outstanding as on (Rs in lacs)	Last Date of Redemption	DRR %age	Debenture Redemption Reserve Amount (Rs in Lacs)
9.75% PPNCD	3,333.33	25/11/2015	25.00	833.33
10% PPNCD	3,333.33	25/11/2015	25.00	833.33
9.31% PPNCD	5,000.00	15/7/2015	25.00	1,250.00
9.70% PPNCD	10,000.00	18/1/2016	25.00	2,500.00
9.71% PPNCD	25,000.00	18/01/2018	10.74	2,687.47
TOTAL	46,666.66			8,104.13

In terms of The Companies (Share Capital and Debentures) Rules, 2014 published by The Ministry of Corporate Affairs on 03.04.2014 in The Gazette of India, the Company is required to transfer an amount equivalent to 25% of the amount of Debenture issued to the Debenture Redemption Reserve (DRR) before the due date of Debentures redemption. As on 30th September, 2014, the Company has transferred an amount aggregating Rs 1,666.66 Lacs to Debenture Redemption Reserve as per details given above.

2. Payment of Interest up to the last due date

a) Interest and Principal Amount repayment details for 9.75% Debentures:-

Interest on Principal Amount Repaid (Rs.)	Period From	Period To	Rate of Interest	Gross Interest (Rs)	Payment Details
33,33,33,333/-	01/07/2014	30/09/2014	9.75%	81,91,780/-	Paid on 01/10/2014

b) Interest and Principal amount repayment details for 10.00% Debentures:-

Interest on Principal Amount Repaid (Rs.)	Period From	Period To	Rate of Interest	Gross Interest (Rs)	Payment Details
33,33,33,333/-	01/07/2014	30/09/2014	10.00%	84,01,826/-	Paid on 01/10/2014

Due date of next Interest payment for the period from 01/10/2014 to 31/12/2014 is 01/01/2015.

3. Status of redemption of Debentures along with due dates.

Principal Amount (Rs)	Rate of Interest	Due Date of Repayment
16,66,66,666/-	9.75%	25/11/2014
16,66,66,667/-	9.75%	25/11/2015
16,66,66,666/-	10.00%	25/11/2014
16,66,66,667/-	10.00%	25/11/2015

4. Asset Coverage ratio as on 30th September, 2014.

Sr No.	Particulars	Amount (Rs. In Lacs)
A	Net Fixed Assets for Plot K7 and K8 as per information Memorandum (includes freehold and leasehold land) as these assets have been as given security for the Debentures mentioned below.	49,840.02
B	Outstanding Debentures and ECB Loans as on 30 th September, 2014 for which above security is given	
	9.75% Privately Placed Non-Convertible Debentures	3,333.33
	10% Privately Placed Non-Convertible Debentures	3,333.33
	ECB from Bank of Baroda, London	9,572.80
	ECB from HSBC Bank (Mauritius) Ltd	10,293.33
	Total	26,532.79
C	Asset Coverage Ratio (A/B)	1.88

B. K. KHARE & Co.

CHARTERED ACCOUNTANTS

T + 91 022 22000607/7318/6360

+ 91 022 66315835/36

F + 91 022 2200 3476

E info@bkkhareco.com

706/708, Sharda Chambers New Marine

Lines, Mumbai - 400 020, India

The Board of Directors

Deepak Fertilisers and Petrochemicals Corporation Limited

Limited Review Report on Standalone Financial Results for the quarter and six months ended 30 September 2014

1. We have reviewed the Standalone Financial Results for the quarter and six months ended 30 September 2014 which are included in the accompanying Statement of Unaudited Financial Results for the quarter and six months ended 30 September 2014 (the "Statement") of Deepak Fertilisers and Petrochemicals Corporation Limited ("the Company") except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review in accordance with the Standard on Review Engagement (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 financial statements are free of material misstatement. A review is limited primarily to inquiries of Company's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited financial results prepared in accordance with the Accounting Standards notified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed, or that it contains any material misstatement.

For and on behalf of

B. K. Khare & Co.

Chartered Accountants

FRN: 105102W



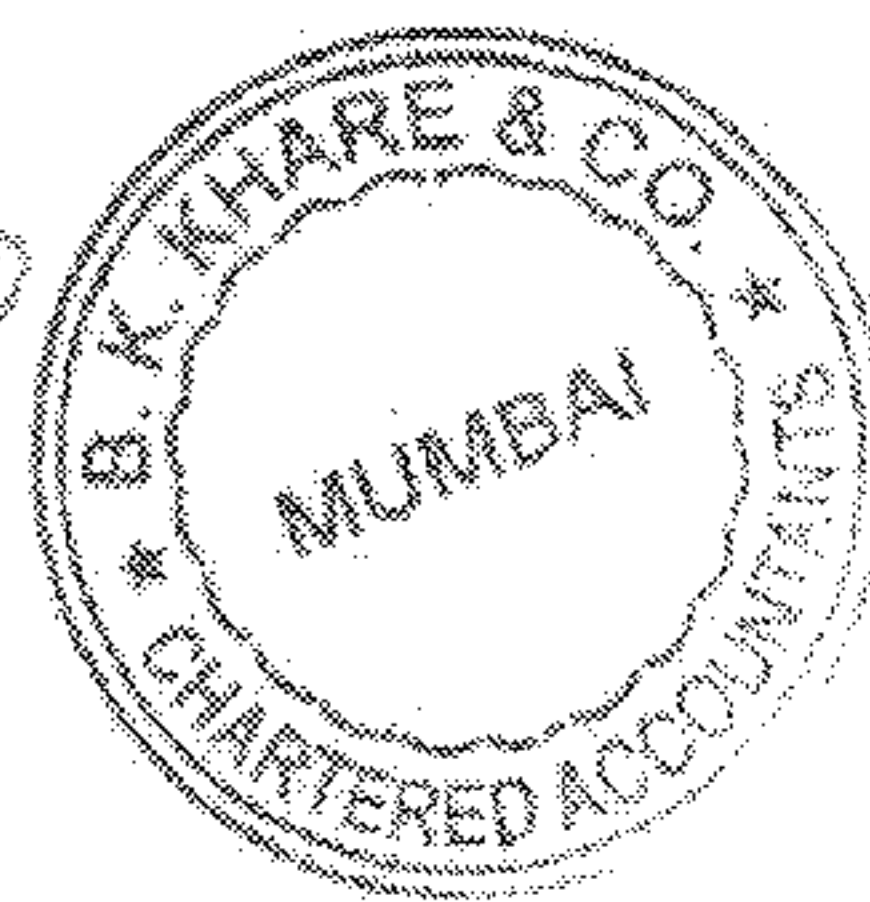
Naresh Kumar Kataria

Partner

M. No. 37825

Mumbai

Date: 4 November 2014.

**Pune**

T + 91 020 60601005/6/7/8/9

+ 91 020 25666932/32926341

E bkkpune@bkkhareco.com

Hotel Swaroop, 4th Floor,

Lane No.10, Prabhat Road,

Erandwane, Pune - 411 004, India

Bengaluru

T + 91 80 41105357

E bkkbengaluru@bkkhareco.com

101, Money Chambers,

1st Floor, # 6 K. H. Road,

Shanthinagar,

Bengaluru - 560027, India

New Delhi

T + 91 011 4182 8360

E bkkdelhi@bkkhareco.com

107, Siddharth Chambers,

Near IIT Gate,

Kailu Sarai, Hauz Khas,

New Delhi - 110 016, India.

