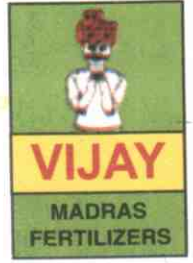




मद्रास फ़र्टिलाइज़र्स लिमिटेड **Madras Fertilizers Limited**

(भारत सरकार का उपक्रम / A Government of India Undertaking)

पोस्ट बैग सं. 2, मणालि, चेन्नै - 600 068. भारत. दूर : 25941001 / 25941201 (10 लाइनें)
Post Bag No. 2, Manali, Chennai - 600 068, INDIA. Tel : 25941001 / 25941201 (10 lines)
फैक्स / Fax : कार्मिक / Per. 25941010 संयंत्र / Plant 25940005 विप. / Mktg. 25941862
वित्त / Fin. 25943033 ई-मेल / E-mail : mfl@madrasfert.nic.in Website : www.madrasfert.nic.in



CS/NSE/2013/583
October 23, 2013

Mr K Hari
Asst Vice President
National Stock Exchange of India Ltd
Plot No.C/I "G" Block
Bandara Kurla Complex
Bandra (E)
Mumbai - 400 051

Fax No : 22 - 26598237 / 38

Dear Sir,

Sub: **Submission of Form B under Clause 31 of Listing Agreement**

Ref : **Your letter Ref No.NSE/LIST/218722-09 dated 14.10.2013
received by us on 21.10.2013**

This is in continuation of our letter dated September 3, 2013 (copy enclosed) and your letter referred above on the subject.

We are forwarding herewith the Form B under Clause 31 of Listing Agreement, which is applicable us, for your information and necessary action.

Thanking you,

Very truly yours

Dr P Vijayakumar
Chairman & Managing Director

Encl: a.a.

MADRAS FERTILIZERS LIMITED, MANALI, CHENNAI 600 068

FORM B

Format of covering of the Annual Audit Report to be filed with the Stock Exchanges

| | | |
|---|---|--|
| 1 | Name of the Company: | MADRAS FERTILIZERS LIMITED |
| 2 | Annual Financial Statements for the year ended | 31 st March 2013 |
| 3 | Type of Audit qualification | Qualified (Para 7 to 11) Audit Report appeared in page No.26 and 27 of Annual Report |
| 4 | Frequency of qualification | Sl. No.8 (page No.26 of Annual Report) appearing for first time and Sl.Nos.7,9,10 & 11 (Page No.26 & 27 of Annual Report) are repetitive. Sl.No.7, 9, 10 & 11 are repeatedly reporting for the past seven years. |
| 5 | Draw attention to relevant notes in the Annual Financial Statements and Management Response to the qualification in the Directors Report: | Sl.No.7 to 11 relating to the qualification of Audit Comments and the Management Replies thereon are available in Page No.24 and 25 of the Annual Report. |
| 6 | Additional comments from Board/Audit Committee Chair: | Sl.No.8 – Board insisted the Company to make the following declaration to shareholders during the AGM with the following lines: "We have declared a profit of Rs.24.44 Cr for the year 2012-13. This was discussed during the Board meeting took place today where NICO, our Co-promoters expressed their reservation regarding accounting of Rs.47.40 Cr as notification for additional compensation for NPK Fertilizes, because such amount is yet to be approved by GOI. However, the Company has assured that this is expected by end of the October 2013". |


Dr. I. Vijayakumar, IRS
Chairman & Managing Director



मद्रास फ़र्टिलाइज़र्स लिमिटेड **Madras Fertilizers Limited**

(भारत सरकार का उपक्रम / A Government of India Undertaking)

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वित्त / Fin. 25943033 ई-मेल / E-mail : mfl@madrastert.nic.in Website : www.madrastert.nic.in



September 3, 2013

Mr K Hari,
Assistant Vice President
National Stock Exchange of India Ltd
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai - 400 051

Fax No : 22 - 26598237 / 38

Dear Sir,

47th Annual General Meeting

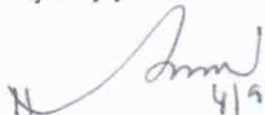
We enclose herewith six copies of 47th Annual Report of the Company for the year 2012-13 of Madras Fertilizers Limited, Manali, Chennai 600 068 for your information please.

The Annual General Meeting is scheduled to be held at 03.00 p.m on Wednesday, September 25, 2013 at MFL Training Centre Auditorium, MFL Plant, Manali, Chennai - 600 068, to consider the business items mentioned in the Notice forming part of the above Annual Report.

The soft copy of the Annual Report for the year 2012-13 has already been sent to the National Stock Exchange.

Kindly make it convenient to attend the meeting.

Very truly yours,


4/9/2013

H Gunasekaran
General Manager (P&A)

Encl. : a/a