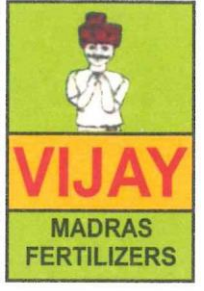




मद्रास फ़र्टिलाइज़र्स लिमिटेड
Madras Fertilizers Limited

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

पोस्ट बैग सं., 2, मगलि, चेन्नै - 600 068. भारत दूर : 2594 1001 / फ़ैक्स सं.: 044-25941010
Post Bag No. 2, Manali, Chennai - 600 068. INDIA. Tel : 2594 1001 / Fax No. 044 25941010
कार्मिक/ Per 25945210 संयंत्र / Plant 25941133 विप./ Mktg 25941285 वित्त/Fin 25941072
Website: www.madrasfert.co.in email: gmpasec@madrasfert.co.in
CIN: L32201TN1966GO1005469 GSTIN - 33AAACM5198E1ZK



CS/NSE/2023/1126

October 09, 2023

National Stock Exchange of India Ltd
Exchange Plaza 5th Floor,
Plot No.C/1, "G" Block
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

SCRIP CODE : MADRASFERT

Dear Sir,

Sub: Intimation of Appointment of Statutory Auditor of the
Company for the financial year 2023-24 Corporate Disclosure

The Office of the Comptroller and Auditor General of India vide their letter No.CA.V/COY/CENTRAL GOVERNMENT,MFL(1)/367 dated 13.09.2023 (copy enclosed) has appointed the following firm as the Statutory Auditors of the Company for the financial year 2023-24.

M/s. CHANDRAN & RAMAN (MD0085)
NO.2, DR RADHAKRISHNAN SALAI
2ND STREET
MYLAPORE, CHENNAI 600004

The Brief profile of the Statutory Auditor along with Consent letter received from the Auditor are enclosed.

This is for your information and record.

Thanking you,

Very truly yours

R Ram Ganesh
Company Secretary



OFFICE OF THE COMPTROLLER AND AUDITOR GENERAL OF INDIA
10, BAHADUR SHAH ZAFAR MARG, NEW DELHI - 110 124

No./CA. V/ COY/CENTRAL GOVERNMENT,MFL(1)/367

Dated : 13/09/2023

To
THE MANAGING DIRECTOR
MADRAS FERTILIZERS LIMITED
POST BAG NO-2, MANALI,
CHENNAI-600068

Subject : Appointment of Auditors under section 139 of the Companies Act, 2013 for the financial year 2023-2024

Sir/Madam,

I am directed to state that in exercise of the powers conferred by section 139 of the Companies Act 2013, the Comptroller and Auditor General of India is pleased to appoint the Chartered Accountant firms/Limited Liability Partnerships As per Annexure - II as the Statutory/Joint Statutory/ Branch Auditors of the company for the year(s) : 2023-2024. Statutory/Joint Statutory Auditor (s) of holding company shall also be the auditors of Consolidated Financial Statements under section 139 read with section 129(4) of the Companies Act, 2013.

2. You are requested to contact the concerned auditors individually under intimation to this office

3. The supplementary/test audit under sections 143 (6) & (7) of the Companies Act, 2013 of your company is entrusted to

DIRECTOR GENERAL OF AUDIT (AGRI, FOOD & WATER RESOURCES)
8th & 9th FLOOR, ANNEXE BLDG
10, BAHADUR SHAH MARG
NEW DELHI-110124

4 . The remuneration and other allowances payable to the auditors may be regulated as per the provisions of section 142 of the Companies Act 2013 read with guidelines issued by the Department of Company Affairs vide no. 7/76 dated 8th April, 1976 and no. 8/6/83 dated 07th June, 1984.

5. The audit fees paid/payable to the auditors as intimated by the Company has been indicated in Annexure-II. Any revision in the audit fees payable (including fees for consolidation) for the year 2023-2024 and item-wise details of all remuneration paid to the auditors for other services (other than statutory audit) alongwith the amount of TA/DA paid for 2022-2023 may be intimated.

The said information may be provided as soon as the Accounts for the year 2022-2023 is finalised so as to enable this office to review the appointment/ re-appointment of the appointed auditors.

6. The above appointment is subject to the other conditions stipulated in Annexure-I(available on the CAG's website <http://care.cag.gov.in/policy/terms.pdf>).

Yours faithfully,

(Rajesh Rajpal)

Sr. Administrative Officer

Phone : 011-23509240 Fax : 91-11-23237730, 91-11-23509241 E-mail : saoca5@cag.gov.in,
sao2ca5@cag.gov.in

ANNEXURE - I I

LIST OF CHARTERED ACCOUNTANT FIRMS FOR THE YEAR 2023-2024

Sl. No.	Firm Name	PSU Code / Unit Code	Station	Audit Details	Fees per annum in Rs (As intimated by the PSU)
STATUTORY AUDITOR					
1	CHANDRAN & RAMAN (MD0085) PARAGON NO 2. DR.RADHAKRISHNAN SALAI, 2 ND STREET. MYLAPORE, CHENNAI CHENNAI - 600004,TAMIL NADU	MFL MAD (2)	CHENNAI		800000

Any change/revision in the audit fee payable to each of the auditor (s) mentioned above should be immediately intimated to this office for record and reference as the selection of auditors is based on the audit fees paid/payable.

OFFICE OF THE COMPTROLLER & AUDITOR GENERAL OF INDIA
10, BAHADUR SHAH ZAFAR MARG, NEW DELHI-110 002

Appointment of auditors of Government Company/Government controlled other company under Section 139 (5 & 7) of the Companies Act, 2013

I. CONDITIONS FOR THE COMPANY

1. The Company may send a list of Directors and the previous Auditors of the Company giving their names and addresses to the newly appointed Auditors immediately on receipt of this letter.

2. While the auditor is responsible for forming and expressing an independent opinion on the financial statements, the responsibility for their preparation is that of the management of the enterprise. The audit of the financial statements does not relieve the management of its responsibilities relating to the maintenance of adequate accounting records, internal controls and safeguarding of the assets of the enterprise. As provided in Section 134 of the Act, the Company should submit to the auditors the Financial Statements/Consolidated Financial Statements duly approved by the Board of Directors for their report thereon.

3. According to Section 143 (1) of the Act, the books of accounts and vouchers may be made available to the Auditors. A suitable program of audit in consultation with the statutory auditors and the concerned MAB/AG be drawn up so as to complete the audit within the prescribed time schedule. Details of transactions or explanation called for by the Statutory Auditors must be furnished expeditiously.

4 (i). The remuneration payable to the Auditors fixed by the Company in accordance with section 142 of the Companies Act, 2013 may be intimated immediately to this office and to the auditors.

(ii) While fixing the auditor's remuneration, due consideration might be given to the volume of work involved, amount of time normally spent by the partners/chartered accountant employees and the audit clerks of the firm/LLP.

(iii) While fixing audit fee due consideration might also be given to the notification No 1-CA (7)/93/2006 dated 18th September 2006 and any subsequent recommendations issued from time to time by the Institute of Chartered Accountants of India prescribing minimum audit fee. It has been clarified that city/town referred to in the Notification refers to city/town of the Head office or Branch office of the auditor to which the audit is actually allotted.

(iv) In cases where audits are allotted to the Branch office of the Firm/LLP no TA/DA should be paid for the audit of the Company/Units located at the same station of the branch.

5. In the interest of maintaining the independence of auditors, no assignment for consultancy, Directorship or other services including those specified in section 144 of the Companies Act, 2013 and Non-audit assignments that involve performing management functions or making management decisions will be provided to the firm/LLP or its Partners, directly or indirectly as per explanation given under section 144 of the Companies Act, 2013, of the Company or its holding company or partly owned subsidiaries of the Company (irrespective of the shareholding) or joint ventures of the company whether under production sharing contract or otherwise, during the year of audit and for one year (to be counted from the date of conclusion of the relevant Annual General Meeting of the Company) after the firm/LLP ceases to be auditor. The above restriction will also be applicable to audit of annual accounts of subsidiary companies /Joint Ventures/Associates except where auditors of such subsidiary companies /Joint Ventures/Associates are appointed by CAG. This condition would not apply in case of auditors being entrusted assignments for the tax audit under Income Tax Act, review of Quarterly/ half yearly accounts as per SEBI guidelines, VAT audit required under various State Legislations and other statutory certificates related to the audit assignment

6(a) The Company should confirm past audit details including audit fees. The changes in details including the fees in the future may be intimated to this office from time to time. Any other remuneration like TA/DA, Certification fees, tax audit fees, quarterly/half yearly review fees, VAT audit etc. paid to the Statutory/Branch Auditors in addition to the audit fees in the last three years and in future may also be intimated. The remuneration for other work like review of quarterly accounts as per SEBI guidelines, fees for tax audit, other statutory certificates etc. should be restricted to a reasonable the percentage of the total audit fee payable to the auditors and which in total should not exceed the fee payable for carrying out the statutory audit. The details of such remuneration may also be intimated to this office for record.

6(b) The Auditors have to comply with the directions issued by this office under Section 143 (5) of the Companies Act, 2013 and for this purpose the auditors have to attend meetings called by the concerned DG/PAG/MAB/AG. For attending such meetings, reasonable expenditure on TA/DA incurred by the auditors may be reimbursed by the company.

7. Proposals for re-organisation of units in the future may be sent to this Office well before the beginning of the financial year the accounts of which are to be audited.

8. The Company may also intimate to this office (i) the date of commencement of audit; and the date on which the comments of the C&AG of India along with the Auditors Report is placed in AGM as per the provisions of 143 (6) of the Companies Act, 2013.

9. To reduce the arrears, in case of Companies whose accounts are in arrears, and to avoid delays in appointing auditors for the past few accounting years in arrears, the Company may initiate action for appointment of auditors for the subsequent years soon after the completion of audit of the preceding years. A copy of such certified accounts may be made available direct to the Principal Director (Commercial) in this Office. If the process is repeated in succession, the Company can hold a series of meetings of the shareholders and present the accounts. It can thus clear the accounts for 3-4 years within a period of one year.

II. CONDITIONS FOR THE AUDITORS

1. The Firm/LLP may please intimate their acceptance as auditors of the Company within 3 weeks of receipt of this appointment letter (i) to the Company (ii) to this Office (iii) to the concerned DG/PAG/AG/MAB entrusted with the Supplementary Audit of the Company. If, for any reason the Auditors are not in a position to accept the appointment, they may intimate all the above-mentioned offices immediately along with the reasons for their decision.
2. The appointment / re-appointment of Firm/LLP is subject to its performance in the previous years' audit being adjudged as satisfactory by the DG/PAG/AG /MAB concerned.
3. The appointment/re-appointment of the auditors is subject to the Auditors making the following declarations/undertakings:
 - (i) That the firm/LLP is not disqualified under section 141 of the Companies Act, 2013
 - (ii) That no unreasonable TA/DA, out of pocket expenses will be claimed from the company.
 - (iii) In case an audit is allotted to the firm on the basis of having a Branch office at a particular location, no TA/DA should be claimed by the firm from the company for the audit of the Company/Units located at the same station of the branch. In case any payment of such allowances is noticed, suitable action will be taken against the firm including but not limited to withdrawal of allotted audit.**
 - (iv) That during the year of audit, and for one year (to be counted from the date of conclusion of the relevant Annual General Meeting of the Company) after the Firm/LLP ceases to be Auditor, the Firm/LLP or its partner, cannot accept Directorship or any assignment for consultancy or other services including those specified in section 144 of the Companies act, 2013 and non-audit assignments that involve performing management functions or making management decisions, directly or indirectly (as per explanation given under section 144 of the Companies Act, 2013), of the company or its holding company / subsidiaries (irrespective of the shareholding) / joint ventures of the Company whether under production sharing contract or otherwise. The above restriction would also be applicable to audit of annual accounts of subsidiary companies /Joint Ventures/Associates except where auditors of such subsidiary companies /Joint Ventures/Associates are appointed by CAG. This condition would not apply to assignments for the tax audit under Income Tax Act, VAT audit required under various State Legislations, review of Quarterly/half yearly accounts as per SEBI guidelines and other statutory certificates related to the audit assignment
 - (v) That no partner/chartered accountant employee of the firm /LLPs has been held guilty of professional misconduct by the Institute of Chartered Accountants of India during last year (in case any partner of the firm/LLP has been held guilty of professional misconduct by the Institute of Chartered Accountant of India, please furnish details thereof).
 - (vi) The audit should not be conducted by a person (i) who is not a CA partner /CA employee/ CA article of the firm/LLP to which the audit has been allotted; (ii) who was earlier associated with the audit of the said PSU as a partner/employee of the retiring auditor.
 - (vii) No partner of the firm/LLP would hold post of Director (except in the case of financial companies) of any Private organization/ Company which is in the same line of business or having any business relation with that of the PSU. Further, no partner of the firm/LLP or firm/ LLP would undertake audit or any other job/assignment of any Private organization/ Company which is in the same line of business or having any business relation with that of the PSU.
4. The auditor may start the audit of the Company immediately on receipt of the accounts of the Company. However, they should certify the accounts for the year only after the audited accounts for the previous year has been laid before the AGM for their consideration. In case audited accounts of the previous years has been considered but finally not adopted by the shareholders, the auditor can certify the accounts of the succeeding year indicating the fact of the non-adoption of the previous years' accounts in their report.
5. The time schedule for conducting the audit may be drawn up with scheduling of audit i.e indicating the period of audit of different departments/ units of the PSU and also the name of personnel & their qualification who will be deployed for audit of each unit. A copy of the time schedule so fixed may be sent to the concerned DG/PAG/AG/MAB so that they may also draw their time schedule for supplementary audit.
6. The Firm/LLP must complete the audit of the units/branches allotted to them within the time schedule stipulated by the management so that the statutory time schedule for placing the accounts in the AGM could be adhered to.
7. Record of audit work done in the form of working papers should be retained with sufficient information so as to support the auditors' significant conclusions and judgments.
8. The Auditors shall have to comply with the directions issued by this office under 143(5) of the Companies Act, 2013. The remuneration is inclusive of the fee on account of the additional work involved in this regard. Directions under section 143(5) is available at this office's official website i.e. [www. saiindia.gov.in](http://www.saiindia.gov.in) (CA Empanelment)
9. Statutory auditors of the companies who have adopted SAP should deploy at least one partner/employee having ISA/CISA qualification to conduct the audit. Auditors appointed for Listed PSU should have a valid peer review certificate issued by Peer Review Board of ICAI.
10. The Company/Auditors will have to comply with all the provisions of the Companies Act, 2013, as also all other applicable statutes including directions/guidelines issued by various Regulatory Bodies/ Authorities viz. Securities & Exchange Board of India, Reserve Bank of India, Insurance Regulatory Development Authority etc.
11. The appointment as auditor of a Company can be withdrawn at any time if violation of any of the above conditions by the appointed auditor comes to the notice of this office.

05-10-2023

Madras Fertilizers Ltd,
Post BAG No.2, Manali,
Chennai - 600 068.

Dear Sirs,

Sub: Appointment of Statutory Auditors for the FY 2023-24

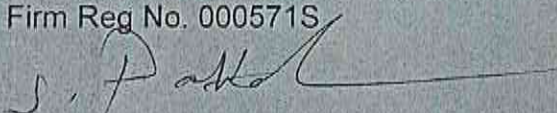
Ref : Letter from Office of CAG, with reference No./CA. VI/COY/CENTRAL
GOVERNMENT, MFL (I) /367 dated 13.09.2023

We acknowledge the receipt of your letter dated 13.09.2023 informing us the appointment as Statutory Auditor for the Financial Year 2023-24.

We have forwarded our acceptance to Comptroller and Auditor General of India through our communication dated 05.10.2023, a copy of which was marked to the Managing Director of your Company.

Thanking you,

Yours faithfully,
For Chandran & Raman
Chartered Accountants
Firm Reg No. 000571S


S Pattabiraman
Partner

Copy to : Sr. Administrative Officer,
O/o the Comptroller and Auditor General of India,
No.10, Bahadur Shah Zafar Marg, New Delhi - 119 124.

Copy to : Indian Audit and Accounts Department,
O/o the PDCA, Indian Oil Bhavan, Level-2,
No.139, Mahatma Gandhi Road, Chennai - 600 034.

BRIEF PROFILE OF THE STATUTORY AUDITOR OF MFL

1	<i>Name of the firm with full address & phone no, fax, e-mail id</i>	CHANDRAN AND RAMAN (FRN 000571S) "PARAGON" No.2, 2nd Street, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600 004 Tel: 044-28474667 / 28474775 / 28473665 / 28476601 / 42040006 Email id : cnrmds@gmail.com, sgk.cnr@gmail.com Branches at Bangalore (Annexure 1) RBI unique identity Number - 190273																																		
2	<i>Type of professional services provided by the firm</i>	Audit and Attest Function of Public Sector Banks, Branches of Public Sector Banks, Public Sector Undertakings, Corporate and Non Corporate Entities, Tax Audit Assignments, Concurrent Audit of Banks and Management Services.																																		
3	<i>Standing of the firm (in years)</i>	48 Years																																		
4	<i>No. of full time CAs</i>	10 (Ten) in India on full time																																		
5	<i>Of which - full time partners (with no. of yrs of continuous association of each partner with the firm)</i>	<table border="1"> <thead> <tr> <th>Name of Partner</th> <th>Experience as partner with firm</th> <th>Total post qualification experience</th> </tr> </thead> <tbody> <tr> <td>S.G. Kalyanaraman</td> <td>26</td> <td>51</td> </tr> <tr> <td>P.N. Ramachandran</td> <td>48</td> <td>48</td> </tr> <tr> <td>S. Pattabiraman</td> <td>48</td> <td>48</td> </tr> <tr> <td>K. Mantheeswaran</td> <td>26</td> <td>41</td> </tr> <tr> <td>V. Vijay</td> <td>31</td> <td>37</td> </tr> <tr> <td>P.R. Suresh</td> <td>31</td> <td>32</td> </tr> <tr> <td>K. Anand</td> <td>20</td> <td>20</td> </tr> <tr> <td>H.M. Mukundachar</td> <td>15</td> <td>20</td> </tr> <tr> <td>S. Lokesh</td> <td>11</td> <td>26</td> </tr> <tr> <td>Vardhini Kalyanaraman</td> <td>5</td> <td>16</td> </tr> </tbody> </table>	Name of Partner	Experience as partner with firm	Total post qualification experience	S.G. Kalyanaraman	26	51	P.N. Ramachandran	48	48	S. Pattabiraman	48	48	K. Mantheeswaran	26	41	V. Vijay	31	37	P.R. Suresh	31	32	K. Anand	20	20	H.M. Mukundachar	15	20	S. Lokesh	11	26	Vardhini Kalyanaraman	5	16	
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S. Lokesh	11	26																																		
Vardhini Kalyanaraman	5	16																																		
6	<i>No. of professional staff engaged in audit</i>	<table border="1"> <tbody> <tr> <td>Qualified Chartered Accountant</td> <td align="right">- 1</td> </tr> <tr> <td>Audit Staff</td> <td align="right">- 20</td> </tr> <tr> <td>Audit Trainees</td> <td align="right">- 31</td> </tr> </tbody> </table>	Qualified Chartered Accountant	- 1	Audit Staff	- 20	Audit Trainees	- 31																												
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Audit Staff	- 20																																			
Audit Trainees	- 31																																			
7	<i>Total Resources in the firm</i>	52																																		
8	<i>No. of partners having CISA / ISA or equivalent qualification</i>	One Partner CISA & One Partner - DISA																																		
9	<i>No. of years of Bank Statutory Audit experience (name of bank, period of audit)</i>	14 Years as Central Statutory Auditors & 21 Years as branch auditors CSA Experience: Corporation Bank - 2017-18 to 2019-20 - 3 years Indian Bank - 2009-10 to 2011-12 - 3 years Punjab and Sind Bank - 2001-02 to 2004-05 - 4 years Central Bank of India - 1995-96 to 1998-99 - 4 years																																		
10	<i>No. of years of Audit experience of PSUs</i>	32 Years of Audit Experience of PSUs (Annexure 2)																																		
11	<i>Other Audit experience</i>	Special Audit Assignments for NBFCs (as per RBI directive) and Housing Finance Companies, ICICI Bank NBFC Compliance Audit for Tata Motors Finance Ltd and a host of private sector undertakings.																																		

12	<i>Details of partners and their experience</i>	<p>Mr. S.G. Kalyanaraman - Life Member Society of Auditors, Member, Bombay Chartered Accountant Society</p> <p>Mr. S. Pattabiraman - Life Member Society of Auditors and International Fiscal Association; presented papers on Bank Audit for more than three decades</p> <p>Mr P.N. Ramachandran - 44 years of audit experience in various sectors</p> <p>Mr. K. Mantheeswaran - Fellow member of Institute with post qualification experience of over 40 years</p> <p>Mr. V. Vijay - A fellow member of ICAI with over 30 years of Audit experience of Banks and Corporate entities.</p> <p>Mr. P.R. Suresh - Past Regional Council Member, specialist in Bank audit and delivered more than 300 lectures and presented papers on Bank Audit and Prudential Accounting norms and on taxation spanning over two decades and author of Hand Book on Bank Branch Audit.</p> <p>Mr. Mukundachar and Mr. Lokesh are partners of the firm for over 10 years with DISA and CISA qualification and multi various experience in difference sectors of industries and banking.</p> <p>Mr. K. Anand - Specialist in taxation matters</p> <p>Ms. Vardhini Kalyanaraman, with 16 years of post qualification experience and was in the employment of CRISIL Limited with specialization in Corporate ratings, Equity research, Valuation, Financial Modeling.</p>
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CHANDRAN AND RAMAN

ANNEXURE - 1

Branches Office Addresses

- 1 No.28, 7th Main, 2nd Block,
Jaya Nagar, Bangalore - 560011
Tel : 080 - 26567973
Fax : 080 - 26604557
E. mail: vijay@cnrca.com

- 2 Yogavarshini,
No.104/1, 1st Floor,
7th Main, 3rd Block, 4th Stage,
Basaveshwaranagar,
Bangalore - 560 079
Tel : 080-23385000
Fax: 080-23385999
E. mail: suresh@cnrca.com

- 3 No.11, AG Plaza.
Ganesh Temple Street,
3rd Block, HRBR Layout, Kalyan Nagar,
Bangalore - 560043
Tel: 42036839
email : lokesh@cnrca.com

ANNEXURE - 2

Audit Assignments of Public Sector Undertakings in the last 10 Years

Name of undertaking	Years of Audit	Nature of Assignment
ONGC Mangalore Petrochemicals Limited (OMPL)	2019-2020 2020-2021	Statutory Audit
UTI Venture Funds Management Company Private Limited	2019-2020 2020-2021	Statutory Audit
NLC India Ltd	2015 - 2016 2016 - 2017 2017- 2018 2018 - 2019	Statutory Audit
Chennai Petroleum Chemicals Ltd	2011 - 2012 2012 - 2013 2013 - 2014 2014 - 2015	Statutory Audit
Bharath Heavy Electricals Ltd (Boiler Plant, Trichy and Piping Division PSSR Unit and Ranipet)	2007 - 2008 2008 - 2009 2009 - 2010 2010 - 2011	Statutory Audit
Pondicherry Textilies Corporation Ltd	2004 -2005 2005 -2006 2006 -2007	Statutory Audit
Bharat Sanchar Nigam Ltd.	2000-2001 2001-2002 2002-2003 2003-2004	Statutory Audit
Ind Banking Merchant Banking Services Ltd.	1998-1999 1999-2000 2000-2001	Statutory Audit
Tamilnadu Leather Development Corporation	1996-1997 1997-1998	Statutory Audit
Tamilnadu Transport Development Finance Corporation Ltd.	1996-1997 1997-1998	Statutory Audit
Tamilnadu Telecommunication Ltd.	1997-1998	Statutory Audit

INSURANCE

Life Insurance Corporation of India	1996-1997 1997-1998 1998-1999	Divisional Audit
New India Assurance Co Ltd	2004 -2005 2005 -2006 2006 -2007	Divisional Audit