

CODE OF CONDUCT FOR BOARD OF DIRECTORS & SENIOR MANAGEMENT

(IN COMPLIANCE WITH CLAUSE 49 OF LISTING AGREEMENTS WITH STOCK EXCHANGES)

Introduction

This Code of Conduct is a written document that outlines Company values, principles and guidelines in a variety of areas and enables company to publicly state to their suppliers, customers, consumers, shareholders and other stockholders, the way in which it intends to conduct its business and are statements of behavioral ideals, exhortations or prohibitions. This Code combines philosophical statements and high ideals with admonitions to avoid specific legal action and to espouse certain moral values, especially those that elevate personal behavior.

1. Preamble

The company's philosophy on corporate governance is built on a rich legacy of fair and transparent governance and disclosure practices.

All Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders / stakeholders.

a) This code of Conduct ("this Code") shall be called "The Code of Conduct for Board Members and Senior Management Personnel" of Prima Agro Ltd (hereinafter referred to as "the Company").

b) This code has been framed specifically in compliance with the provisions of the listing agreement entered into with stock exchanges.

c) The purpose of this code is to enhance further an ethical and transparent process in managing the affairs of the Company.

d) It has come in to force with effect from December 31st, 2015.

2. DEFINITIONS & INTERPRETATIONS

- The term "Board Members" shall mean Directors on the Board of Directors of the Company.
- The term "Whole-time Director" shall be the Directors on the Board of Directors of the Company who are in whole-time employment of the Company.

- The term "Part-time Director" shall mean Directors on the Board of Directors of the Company who are not in whole time employment of the Company.
- The term "Senior Management Personnel" shall mean personnel of the Company in the cadre / designation of Senior Manager and above, excluding Board of Directors. Such personnel shall hereinafter be treated as members of its core management team.

- The term "Relative" shall have the same meaning as defined in Section 2(77) of the Companies Act, 2013.

3.APPLICABILITY

This code shall be applicable to the following persons:

- a) All whole-time Directors including the Chairman of the Company.
- b) All part-time Directors.
- c) All Senior Management Personnel.

4.CONFLICTS OF INTEREST

The Directors and senior management should be scrupulous in avoiding 'conflicts of interest' with the Company. This is an area in which it is impossible to provide comprehensive guidance, but the guiding principle is that any event, activity or situation involving conflict or potential conflict of interest must be disclosed to the Board for guidance and appropriate action.

i. Multiple Engagement: Directors and Senior Officers should not engage in any activity / employment that interferes with the performance or responsibility to the Company or is otherwise in conflict with or prejudicial to the Company.

ii. Investment Interest : Directors and Senior Officers and their immediate families should not invest in a Company, customer, supplier, developer or competitor and generally refrain from investments that compromise their responsibility to the Company.

iii. Related Parties : Directors and Senior Officers should avoid conducting Company business with a relative or with a firm / Company in which a relative / related party is associated in any significant role.

iv. If such related party transaction is unavoidable, it must be fully disclosed to the Board or to the CEO of the Company.

5.Other Directorships

The Company feels that serving on the Boards of Directors of other companies may raise substantial concerns about potential conflict of interest, and therefore, all directors must report / disclose such relationships to the Board on an annual basis. It is felt that service on the Board of a direct competitor is not in the interest of the Company.

6.HONEST AND ETHICAL CONDUCT

The Directors and senior management shall act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct and use their powers of office, in good faith and in the best interests of the Company as a whole.

7.CORPORATE OPPORTUNITIES

The Directors and senior management owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises and are expressly prohibited from improper use of information or property or, taking improper advantage of their position.

8.CONFIDENTIALITY

The Directors and senior management shall maintain the confidentiality of information of the Company or that of any customer, supplier or business associate of the Company to which the Company has a duty to maintain confidentiality, except when disclosure is authorized or legally mandated. The Confidential information includes all non-public information (including private, proprietary, and other) that might be of use to competitors or the disclosure of which might be harmful to the company or its Associates. The use of confidential information for his/ her own advantage or profit is also prohibited.

9.PROTECTION AND PROPER USE OF COMPANY'S ASSETS

The Directors and senior management should protect the company's assets and property. The company's assets should be used only for legitimate business purposes.

10.Prevention of Insider Trading

No Directors and Senior Officers of the Company shall derive benefit or assist others to derive benefit by giving investment advice from the access to and possession of information about the Company, not in public domain and

therefore constituting insider information. All Directors and Senior Officers will comply with the Prevention of Insider Trading Guidelines as issued by SEBI.

11. Gifts & Donations

No Directors and Senior Officers of the Company shall receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality, illegal payments and comparable benefits which are intended (or perceived to be intended) to obtain business (or uncompetitive) favours or decisions for the conduct of business. Nominal gifts of commemorative nature, for special events may be accepted and reported to the Board.

12.COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The Directors and senior management shall endeavor to ensure compliance with all applicable laws, rules, and regulations applicable to the Company. Transactions, directly or indirectly, involving securities of the Company should not be undertaken without complying with the Code of Conduct for Prohibition of Insider Trading.

13.COMPLIANCE WITH CODE OF CONDUCT

All Directors and senior management personnel shall adhere to this code of conduct and affirm compliance with the code on an annual basis, as per the requirements of the Listing Agreement with the Stock Exchanges. Violation of this Code will lead to appropriate action.

14.THE DUTIES OF INDEPENDENT DIRECTORS SHALL BE TO –

- ❖ Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- ❖ Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- ❖ Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- ❖ Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- ❖ Strive to attend the general meetings of the company;
- ❖ Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- ❖ Keep themselves well informed about the company and the external environment in which it operates;

- ❖ Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- ❖ Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- ❖ Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- ❖ Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- ❖ Acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- ❖ Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

15.Periodic Review

Once every year or upon revision of this code, every Director and Senior Officer must acknowledge and execute an understanding of the code and an agreement to comply. New Directors will sign such a deed at the time when their directorship begins.