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General information about company

Scrip code	519262
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE297D01018
Name of the entity	PRIMA AGRO LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Yearly
Date of Report	31-03-2024
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Enter the quarter ended date only

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Annexure 1

Annexure 1 to be submitted by listed entity on quarterly basis

1. Composition of Board of Directors

Directors of notes on composition of board of directors explaining		Act/Section																								
Whether the listed entity has a Regular Chairperson				Yes																						
Whether Chairperson is related to MD or CEO				Yes																						
Disqualification of Directors under section 164 of the Companies Act, 2013																										
Sr	TEN (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? (Date/No. of Board of Listing Regulation)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of creation	Term of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulation)	No of independent Directorship in listed entities	Number of memberships in other listed entities (Refer Regulation 17A of Listing Regulation)	No of past of Chairperson in listed entities	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	Mr	SK GUPTA	ANPDG430N	0048706	Executive Director	Chairperson related to Director	MD	28-08-1946	No				Active	NA	05-09-2024	05-12-2024	15-09-2023		135.00	2	0	0	0			
2	Mr	SHRI GUPTA	ANPDG430N	0049296	Non-Executive - Nom	Independent Director	MD	15-05-1970	No				Active	NA		31-03-2024	15-09-2023		108.00	2	0	1	2			
3	Mr	ADARSH SHARMA	ANPDG430N	0042014	Director	Non-Executive - Independent Director	MD	19-01-1971	No				Active	NA	28-03-2024	15-09-2023		74.00	1	1	2	0				
4	Mr	SHASHANK KUMAR	ANPDG430N	0040825	Director	Non-Executive - Independent Director	MD	25-11-1987	No				Active	NA	04-04-2024	15-09-2023		50.00	1	1	2	0	0			
5	Mr	HIMANSHU GUPTA	ANPDG430N	0047747	Director	Non-Executive - Nom	Independent Director	MD	26-09-1996	No			Active	NA	11-05-2022		20-01-2024		23.00	0	0	0	0	Other		
6	Mr	SHRI BHOJA	ANPDG430N	0048345	Director	Non-Executive - Independent Director	MD	24-01-1990	No				Active	NA	20-10-2022		20-01-2024		2.24	1	1	2	1	Other		

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory

Add Notes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto September 30, 2022.
3. Date of Cessation must be for the current quarter only, i.e. July 1,2022 to September 30,2022

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02320113	LADHU SINGH	Non-Executive - Independent Director	Chairperson	11-02-2022		
2	07510075	VANSHIKA RATHI	Non-Executive - Independent Director	Member	11-02-2022		
3	00249036	SWATI GUPTA	Non-Executive - Non Independent Director	Member	20-01-2024		8
4	03363435	SRUTI JINDAL	Non-Executive - Independent Director	Member	20-10-2023	20-01-2024	6
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07510075	VANSHIKA RATHI	Non-Executive - Independent Director	Chairperson	11-02-2022		
2	02320113	LADHU SINGH	Non-Executive - Independent Director	Member	11-02-2022		
3	00249036	SWATI GUPTA	Non-Executive - Non Independent Director	Member	20-01-2024		9
4	03363435	SRUTI JINDAL	Non-Executive - Independent Director	Member	20-10-2023	20-01-2024	11
5							
6							
7							
8							
9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00249036	SWATI GUPTA	Non-Executive - Non Independent Director	Chairperson	31-05-2019		
2	07510075	VANSHIKA RATHI	Non-Executive - Independent Director	Member	11-02-2022		
3	02320113	LADHU SINGH	Non-Executive - Independent Director	Member	20-01-2024		10

4	03363435	SRUTI JINDAL	Non-Executive - Independent Director	Member	20-10-2023	20-01-2024	12
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00249036	SWATI GUPTA	Non-Executive - Non Independent Director	Chairperson	31-07-2018		
2	02320113	LADHU SINGH	Non-Executive - Independent Director	Member	11-02-2022		
3	07510075	VANSHIKA RATHI	Non-Executive - Independent Director	Member	11-02-2022		
4							
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6							
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9							
10							

Note: Please enter DIN. After entering DIN, Name of Committee members and Category 1 of Directors shall be prefilled automatically

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07510075	VANSHIKA RATHI	Non-Executive - Independent Director	Chairperson	11-02-2022		
2	02320113	LADHU SINGH	Non-Executive - Independent Director	Member	11-02-2022		
3	00249036	SWATI GUPTA	Non-Executive - Non Independent Director	Member	31-07-2018		
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7							
8							
9							
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Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						

2						
3						
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7						
8						
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Disclosure of notes on meeting of board of directors explanatory

[Add Notes](#)

Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
Add Delete							
1	20-10-2023			Yes	6	6	3
2	12-02-2024	114		Yes	4	4	2

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* to be filled in only for the current quarter meetings

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	20-10-2023				Yes	3	2	2	0
2	Audit Committee	12-02-2024	114			Yes	3	3	2	0
3	Stakeholders Relationship Committee	31-10-2023				Yes	3	3	2	0
4	Stakeholders Relationship Committee	12-02-2024	103			Yes	3	3	2	0
5	Stakeholders Relationship Committee	14-02-2024	1			Yes	3	3	2	0
6	Stakeholders Relationship Committee	20-02-2024	5			Yes	3	3	2	0
7	Stakeholders Relationship Committee	27-02-2024	6			Yes	3	2	2	0

* to be filled in only for the current quarter meetings

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Details of Cyber security incidence		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Other details of cyber security incidence or breaches or loss of data event		Add Notes
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

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Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	V R SADASIVAN PILLAI
2	Designation	Company Secretary and Compliance Officer

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.primaagro.in
2	Terms and conditions of appointment of independent directors	Yes		https://primaagro.in/policies/docs/Terms-and-conditions-of-Appointment-of-Independent-Directors.pdf
3	Composition of various committees of board of directors	Yes		https://primaagro.in/policies/docs/COMPOSITION-OF-BOARD-AND-COMMITTEES-PAL.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://primaagro.in/policies/docs/Code-of-Conduct-for-Directors-and-Senior-Management.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://primaagro.in/policies/docs/Whistle-Blower-Policy-PAL.pdf
6	Criteria of making payments to non-executive directors	Yes		https://primaagro.in/policies/docs/Remuneration-Policy-Directors.pdf
7	Policy on dealing with related party transactions	Yes		https://primaagro.in/home/images/Related-Party-Transaction-Policy.pdf
8	Policy for determining 'material' subsidiaries	Yes		https://primaagro.in/home/images/Subsidiary-Policy.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		https://primaagro.in/policies/docs/Familiarization-Programme-fo-Independen-Directors.pdf
10	Email address for grievance redressal and other relevant details	Yes		https://primaagro.in/investor-contacts/
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://primaagro.in/investor-contacts/
12	Financial results	Yes		https://primaagro.in/investors/
13	Shareholding pattern	Yes		https://primaagro.in/share-holders/
14	Details of agreements entered into with the media companies and/or their associates	NA		
15.1	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.primaagro.in
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://primaagro.in/stock-exchange-intimation/
21	Materiality Policy as per Regulation 30 (4)	Yes		https://primaagro.in/policies/docs/POLICY-FOR-DETERMINATION-OF-MATERIALITY-PAL.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		www.primaagro.in
23	Disclosures under regulation 30(8)	Yes		www.primaagro.in
24	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes		www.primaagro.in
25	Dividend Distribution policy as per Regulation 43A(1)	NA		
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://primaagro.in/investors/
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		www.primaagro.in
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		www.primaagro.in
29	Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]		Add Notes	

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Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
26	Meeting of Risk Management Committee	21(3A)	NA	
27	Quorum of Risk Management Committee meeting	21(3B)	NA	
28	Gap between the meetings of the Risk Management Committee	21(3C)	NA	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
Any other information to be provided			Add Notes	

Annexure II		
1	Name of signatory	V R SADASIVAN PILLAI
2	Designation	Company Secretary and Compliance Officer

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Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		Add Notes

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Annexure II

1	Name of signatory	V.R.SADASIVAN PILLAI
2	Designation	Company Secretary and Compliance Officer

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Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Add Notes		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below		The Figure should be mentioned in Actual INR only	
(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0.00	0.00	
Promoter Group or any other entity controlled by them	1422044.00	38454566.00	
Directors (including relatives) or any other entity controlled by them	0.00	0.00	
KMPs or any other entity controlled by them	0.00	0.00	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0.00	0.00
Promoter Group or any other entity controlled by them	0	0.00	0.00
Directors (including relatives) or any other entity controlled by them	0	0.00	0.00
KMPs or any other entity controlled by them	0	0.00	0.00
(D) Additional Information			Add Notes
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to		Yes	Add Notes
Name	SWATI GUPTA		
Designation	CFO		
Place	CoCHIN		
Date	20-04-2024		

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Signatory Details

Name of signatory	V R SADASIVAN PILLAI
Designation of person	Company Secretary and Compliance Officer
Place	COCHIN
Date	20-04-2024

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