

Quarterly Compliance Report on Corporate Governance

Name of the Company: PRIMA AGRO LTD

Quarter ending on: 30th September, 2010

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No | Remarks |
|--|-----------------------------|--------------------------|---|
| I Board of Directors | 49 I | YES | |
| (A) Composition of Board | 49 (1A) | YES | |
| (B) Non-executive Directors' compensation & disclosures | 49 (1B) | YES | No Remuneration paid only sitting fee within the limit prescribed under the companies Act being paid. |
| (C) Other provisions as to Board and Committees | 49 (1C) | YES | |
| D) Code of Conduct | (49 (ID) | YES | |
| II. Audit Committee | 49 II | YES | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | YES | |
| (B) Meeting of Audit Committee | | YES | |
| (C) Powers of Audit Committee 49 (IIC) | 49 (IIB) | YES | |
| (D) Role of Audit Committee | 49II(D) | YES | |
| III. Subsidiary Companies | 49 III | N.A. | |
| V. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IVA) | YES | |
| (B) Board Disclosures | 49 (I VB) | YES | |
| (C) Proceeds from public issues, rights issues, preferential issues etc. | 49(IVC) | N.A. | |
| (D) Remuneration of Directors | 49 (IVD) | YES | |
| (E) Management | 49(IVE) | YES | |
| (F) Shareholders | 49(IVF) | YES | |
| V.CEO/CFO Certification | 49 (V) | YES | |
| VI. Report on Corporate Governance | 49 (VI) | YES | |
| VII. Compliance | 49 (VII) | YES | |