

Quarterly Compliance Report on Corporate Governance

Name of the Company: PRIMA AGRO LTD

Quarter ending on: 31st December, 2008

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	