

# PRIMA AGRO LIMITED



CORPORATE & REGD. OFFICE  
Industrial Development Area  
Muppathadam P. O., Edayar, Cochin - 683 110  
Kerala State, India  
Tel: 91-484-2551533, (4 Lines)  
CIN: L15331KL 1987PLC004833  
E-mail: primagroupcompanies@gmail.com  
primaedayar@gmail.com  
www.primaagro.in

16<sup>th</sup> September, 2023

To

**Stock Code: BSE: 519262**  
**ISIN: INE297D01018**

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400 023

Dear Sir/Madam,

**Sub: Declaration of voting results as per Regulation 30, Part A of Schedule - III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Pursuant to Regulation 30, Part A of Schedule - III and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find the enclosed Report of the Scrutinizer containing the details of Agenda wise results of both the remote e-voting conducted during the period from Tuesday, September 12, 2023 to Thursday, September 14, 2023 and voting conducted at the 36<sup>th</sup> AGM via Ballot Paper. As per the Scrutinizer's Report, which has been countersigned by the Chairman of the Company, all the Resolutions for the Agenda items set out in the Notice of the 36<sup>th</sup> AGM have been duly approved by the Shareholders with requisite majority. The Scrutinizer's Report has been uploaded on the Company's website.

You are requested to take the aforesaid documents on record.

Thanking you,

Yours faithfully  
For **Prima Agro Limited**

**V. R. Sadasivan Pillai**  
**Company Secretary and Compliance Officer**  
**Membership Number: A18409**

**Encl: As above**

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				to receive, consider and adopt the audited standalone Financial Statement of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and the Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2085792	1786653	85.6583	1786653	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2085792	1786653	85.6583	1786653	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3109108	6157	0.1980	6157	0	100.0000	0.0000
	Poll		745	0.0240	745	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		3109108	6902	0.2220	6902	0	100.0000
<b>Total</b>		5194900	1793555	34.5253	1793555	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2023 together with the reports of the Auditors thereon.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2085792	1786653	85.6583	1786653	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2085792	1786653	85.6583	1786653	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3109108	6157	0.1980	6157	0	100.0000	0.0000
	Poll		745	0.0240	745	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		3109108	6902	0.2220	6902	0	100.0000
<b>Total</b>		5194900	1793555	34.5253	1793555	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To appoint a director in the place of Mrs. Swati Gupta (DIN 00249036) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible seeks re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2085792	887985	42.5730	887985	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		887985	42.5730	887985	0	100.0000	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3109108	6155	0.1980	6155	0	100.0000	0.0000
	Poll		745	0.0240	745	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		6900	0.2219	6900	0	100.0000	0.0000
<b>Total</b>		5194900	894885	17.2262	894885	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To re-appoint Mr. S.K. Gupta (DIN 00248760) as the Chairman and Managing Director.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2085792	1125504	53.9605	1125504	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2085792	1125504	53.9605	1125504	0	100.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3109108	5957	0.1916	5957	0	100.0000	0.0000
	Poll		745	0.0240	745	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		3109108	6702	0.2156	6702	0	100.0000
<b>Total</b>		5194900	1132206	21.7946	1132206	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Ratification and approval of Related Party transactions with Group Companies				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2085792	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>		2085792	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	<b>Total</b>							
Public- Non Institutions	E-Voting	3109108	6085	0.1957	6085	0	100.0000	0.0000
	Poll		745	0.0240	745	0	100.0000	0.0000
	Postal Ballot (if applicable)							
	<b>Total</b>		3109108	6830	0.2197	6830	0	100.0000
<b>Total</b>		5194900	6830	0.1315	6830	0	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	

## Resolution (6)

Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				Approval of Material Related Party transaction(s).					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	2085792	0	0.0000	0	0	0	0	
	Poll								
	Postal Ballot (if applicable)								
	<b>Total</b>		2085792	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting								
	Poll								
	Postal Ballot (if applicable)								
	<b>Total</b>								
Public- Non Institutions	E-Voting	3109108	6085	0.1957	6085	0	100.0000	0.0000	
	Poll		745	0.0240	745	0	100.0000	0.0000	
	Postal Ballot (if applicable)								
	<b>Total</b>		3109108	6830	0.2197	6830	0	100.0000	0.0000
<b>Total</b>		5194900	6830	0.1315	6830	0	100.0000	0.0000	
<b>Whether resolution is Pass or Not.</b>							Yes		



**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto; and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Chairman  
M/s. Prima Agro Limited  
Door No. V/679, C, IDA,  
Muppathadam P.O, Edayar,  
Cochin - 683 110

**Subject: Thirty Sixth Annual General Meeting of Members of M/s. Prima Agro Limited held on Friday, 15<sup>th</sup> September 2023 at the registered office of the Company**

Dear Sir,

I, CA. Bibin Sajan, Practicing Chartered Accountant having ICAI Membership No. 228064, Partner, M/s. GRAND MARK & ASSOCIATES Chartered Accountants (FRN : 011317 N) have been appointed as a scrutinizer by the Board of Directors of M/s. Prima Agro Limited for the purpose of scrutinizing the remote e-voting carried out at the venue of the Annual General Meeting and ascertaining the requisite majority on remote e-voting undertaken as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 read with amendments made thereto and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolutions contained in the notice of the Thirty Sixth AGM of the members of the Company held on Friday, 15<sup>th</sup> September 2023 at 11:00 AM at the registered office of the Company.

Further to above, I submit my report as under:

H.O. : 215, II-Floor, Neo Corporate Plaza, Kanchpada, Ramchandra Lane Extension, Malad (West), Mumbai - 400064  
Corp. Office : 118, L.G.F. Navjivan Vihar, Opp Geetanjali Enclave, Malviya Nagar, New Delhi-110017  
Tel.: 022-28440807, 011-42705151, 9811085147 | Email : [info@grandmarkca.com](mailto:info@grandmarkca.com), [sushilsharma@grandmarkca.com](mailto:sushilsharma@grandmarkca.com)

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# GRAND MARK

& Associates

- The notice dated 29<sup>th</sup> July, 2023 along with statement setting out material facts under Section 102 of the Act, as confirmed by the Company, were sent to the shareholders in respect of the below mentioned resolutions proposed at the AGM of the Company through electronic mode in compliance with the MCA circular 05/05/2020 and 13/01/2021 read with circulars dated 08/04/2020 and 13/04/2020 (collectively referred to as MCA Circulars) and SEBI circulars dated 12/05/2020 and 15/01/2021.
- The Company had availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the Shareholders of the Company.
- The Company had also provided voting facility to the shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.
- The shareholders of the Company holding shares as on the cut-off date of Saturday, 09<sup>th</sup> September, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- The voting period for remote e-voting commenced on Tuesday, 12<sup>th</sup> September, 2023 (09:00 AM) and will end on Thursday, 14<sup>th</sup> September, 2023 (5:00 PM) and the NSDL e-voting platform was disabled thereafter.
- After the closure of the voting at the AGM, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.
- The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the NSDL e-voting system.
- The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic voting system at the meeting on the resolutions contained in the notice of the AGM. My responsibility as scrutinizer for the remote e-voting and the voting conducted through electronic voting system at the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions as stated in the Notice.

I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot system at the AGM in respect of the said resolutions.





# GRAND MARK

& Associates

## ORDINARY BUSINESS

### Resolution 1 : Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the reports of the Board of Directors and the Auditors thereon.

Details of Voting	Assent (For)		Dissent (Against)		Invalid Votes
	No. of Shareholders	No. of Shares with %	No. of Shareholders	No. of Shares with %	No. of Shareholders
By Poll	29	745 (0.014%)	--	--	--
By E-Voting	35	17,92,810 (34.51%)	--	--	--
Consolidated Votes	64	17,93,555 (34.52%)	--	--	--

### Resolution 2 : Ordinary Resolution

To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2023 together with the reports of the Auditors thereon.

Details of Voting	Assent (For)		Dissent (Against)		Invalid Votes
	No. of Shareholders	No. of Shares with %	No. of Shareholders	No. of Shares with %	No. of Shareholders
By Poll	29	745 (0.014%)	--	--	--
By E-Voting	35	17,92,810 (34.51%)	--	--	--
Consolidated Votes	64	17,93,555 (34.52%)	--	--	--

### Resolution 3 : Ordinary Resolution

To appoint a Director in the place of Mrs. Swati Gupta (DIN: 00249036) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.





# GRAND MARK & Associates

Details of Voting	Assent (For)		Dissent (Against)		Invalid Votes
	No. of Shareholders	No. of Shares with %	No. of Shareholders	No. of Shares with %	No. of Shareholders
By Poll	29	745 (0.014%)	--	--	--
By E-Voting	27	8,94,140 (17.21%)	--	--	--
Consolidated Votes	56	8,94,885 (17.22%)	--	--	--

## **SPECIAL BUSINESS**

### **Resolution 4 : Special Resolution**

**To re-appoint Mr. S.K Gupta (DIN : 00248760) as Chairman and the Managing Director.**

Details of Voting	Assent (For)		Dissent (Against)		Invalid Votes
	No. of Shareholders	No. of Shares with %	No. of Shareholders	No. of Shares with %	No. of Shareholders
By Poll	29	745 (0.014%)	--	--	--
By E-Voting	29	11,31,461 (21.78%)	--	--	--
Consolidated Votes	58	11,32,206 (21.79%)	--	--	--

### **Resolution 5 : Special Resolution**

**Ratification and approval of Related Party Transactions with Group Companies.**

Details of Voting	Assent (For)		Dissent (Against)		Invalid Votes
	No. of Shareholders	No. of Shares with %	No. of Shareholders	No. of Shares with %	No. of Shareholders
By Poll	29	745 (0.014%)	--	--	--
By E-Voting	20	6,085 (0.12%)	--	--	--
Consolidated Votes	49	6,830 (0.13%)	--	--	--





# GRAND MARK

## & Associates

### Resolution 6 : Special Resolution

#### Approval for Material Related Party Transaction(s).

Details of Voting	Assent (For)		Dissent (Against)		Invalid Votes
	No. of Shareholders	No. of Shares with %	No. of Shareholders	No. of Shares with %	No. of Shareholders
By Poll	29	745 (0.014%)	--	--	--
By E-Voting	20	6,085 (0.12%)	--	--	--
Consolidated Votes	49	6,830 (0.13%)	--	--	--

Thanking You,

Yours faithfully,

For GRAND MARK & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN: 011317 N

CA. BIBIN SAJAN, FCA  
PARTNER

Membership No. 228064



UDIN : 23228064BGTVIB6446

Countersigned

S. K. GUPTA  
Chairman & Managing Director  
(DIN: 00248760)

Place : Cochin

Date: 16/09/2023