

# 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

**Ref: PAL/SEC/2024-25/18**

30<sup>th</sup> May, 2024

To

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

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai-400 001

Dear Sir/Madam,

**Subject: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2024**

In compliance with the provision of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report from M/s. BVR & Associates Company Secretaries LLP, Practicing Company Secretaries, for the year ended March 31, 2024.

We request you to take the above on records.

Thanking you,

Yours faithfully,  
For **Prima Agro Limited**

**V. R. Sadasivan Pillai**  
**Company Secretary and Compliance Officer**  
**Membership Number: F13001**

**Enclosure as above**

**Annual Secretarial Compliance Report****For the year ended 31<sup>st</sup> March 2024****[Pursuant to Regulation 24A of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]****Secretarial Compliance Report of PRIMA AGRO LIMITED for the financial year ended  
31/03/2024**

We BVR & Associates Company Secretaries LLP, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by PRIMA AGRO LIMITED, having its Registered Office at DOOR NO.V-679/C, INDUSTRIAL DEVELOPMENT AREA MUPPATHADAM, EDAYAR, COCHIN - 683110. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We, BVR & Associates Company Secretaries LLP, have examined:

- all the documents and records made available to us and explanations provided by PRIMA AGRO LIMITED.
- the filings/ submissions made by the listed entity to the stock exchanges,
- Website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31/03/2024 ("Review Period") in respect of compliance with the provisions of :

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (to the extent applicable);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- e) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018(to the extent applicable);
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- g) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- h) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- i) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- j) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations,2013;

The following Regulations are applicable to the listed entity during the period under review:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2018.
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015.
- e) Securities and Exchange Board of India(Depositories and Participant) Regulations, 2018.



*Mr. Zabeer*

f) Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client.

We hereby report that, during the Review Period

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.  
 (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Observations made in the secretarial compliance report for the year ended	Comments of the practicing company secretary on the actions taken by the listed entity	Management Response	Remarks

*M. Babu*



1.	Regulation 33 of SEBI (LODR) Regulations, 2015	SEBI/HO/CMD/CIR/IR/2020/12	Non-compliance with the requirement pertaining to the submission of Consolidated Financial Results for the quarter ended September 30, 2021	BSE	Fine	Received a mail from BSE for discrepancy in submission of consolidated financial results.	41300 (including GST)	According to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, The financial results shall be prepared on the basis of accrual accounting policy and shall be in accordance with uniform accounting practices adopted for all the periods.	31.03.2023	As per the management response received the Company has duly filed the Consolidated financials	The management has recognized this discrepancy and make sure to file the same within time and also paid the fine of Rs.41300.	No such discrepancy found during this period. The Company complied the same within the time period.
2.	Regulation 33 of SEBI (LODR) Regulations, 2015	CIR/CFD/CMD1/44/2019 DT 29.03.2019	Non-compliance with the requirement pertaining to the submission of Consolidated Financial Results for the quarter ended 31 <sup>st</sup> December 2022	BSE	Fine	Received a mail from BSE for discrepancy in submission of consolidated financial results.		According to SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, The financial results shall be prepared on the basis of accrual accounting policy and shall be in accordance with uniform accounting practices adopted for all the periods.	31.03.2023	As per the management response received the Company has duly filed	The Company replied to the mail on 24th February 2023 stating that the Company is not a holding company in the sense that it hold a Subsid	The Company is yet to receive the confirmation mail from the Listing Compliance Department, BSE Limited



*M. Sabah*

								accordance with uniform accounting practices adopted for all the periods.		the Consolidated financials	Primary Company for which Consolidation of Financial Statements is required. Being not a Parent Company the Company is exempted from filing the Consolidated Financial Results.	
3.	Regulation 34 of SEBI (LODR) Regulations, 2015	SEBI/HO/CFD/CMD/CIR/P/2020/12	Non-submission of the Annual Report within the period prescribed under this regulation	BSE	Fine	Received a mail from BSE for Non submission of the Annual Report within the period prescribed under this regulation	2360(including GST)	The listed entity shall submit the annual report to the stock exchange within twenty one working days of it being approved	31.03.2023	As per the management response received the Co	The Company has received a notice on October 21st 2022 for non submission	No such discrepancy found during this period. The Company complied the same within the



4.	Regulation 43A of SEBI (LODR) Regulations, 2015	SEBI/HO/CFD/CMD/CIR/P/2020/12	Non Disclosure of Dividend distribution policy in the Annual Report and on the websites of the entity.	BSE	Fine	and adopted in the annual general meeting as per the provisions of the Companies Act, 2013	31.03.2023	As per the management response received the Regulation 43A of SEBI (LODR) Regulation 2015 is not applicable to the Company.	Submission of the Annual Report within the period prescribed under the Regulation 34 of SEBI (LODR) Regulations 2015 for the year ended March 2022. And the Company paid fine of Rs.2360/- for the same.	time period.
						Regulation 43A of the SEBI (LODR) Regulations, 2015, the top five hundred listed companies based on market capitalization (calculated as on March 31 of every financial year) shall require to formulate a dividend distribution policy which shall be disclosed in their annual report and on their website, which is not applicable for the Company.			Regulation 43A of the SEBI (LODR) Regulations, 2015, the top five hundred listed companies based	No such discrepancy found during this period.



*Mr. Sabar*

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**Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:**

No event relating to resignation of auditor has occurred during the review period; hence, this clause is not applicable.



*Ms. Saba*



We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	NIL
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes  Yes	NIL
3.	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</li> </ul>	Yes  Yes  Yes	NIL



*Mr Sabar*

4.	<b>Disqualification of Director:</b> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	NIL
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  a) Identification of material subsidiary companies  b) Disclosure requirement of material as well as other subsidiaries	NA  NA	The Listed Entity does not have any subsidiary.
6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	NIL
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	NIL
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  NA	Prior approval was taken for all Related Party Transactions.
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the		



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	required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	NIL
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	NIL
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under.	Yes	As informed by the Management, no actions were taken against the Company/its promoters/ directors/subsidiaries either by SEBI or by BSE under SEBI Regulations and circular/guidelines issued there under during the year under review.
12.	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	No additional non-compliance was observed for any SEBI regulation/circular/guidance note etc. during the year under review.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

*M. S. Salath*



4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



CS N BALASUBRAMANIAN  
DESIGNATED PARTNER  
BVR & ASSOCIATES COMPANY  
SECRETARIES LLP  
M NO: F6439  
CP: 4996

UDIN: F006439F000499547

PEER REVIEW NUMBER: P2010KE020500

Place: Ernakulam

Date: 30.05.2024

N BALASUBRAMANIAN  
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