

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
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Ref: PAL/SEC/2024-25/26

25th July 2024

To

Stock Code: BSE: 519262
ISIN: INE297D01018

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

Dear Sir/Madam,

Sub: Intimation pertaining to Resignation of Independent Directors and Appointment of Additional Directors (in the category of Non- Executive Non Independent and Non-Executive Independent Directors)

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that:

1. Mr. Ladhu Singh (DIN: 02320113) and Mrs. Vanshika Rathi (DIN: 07510075), Independent Directors have tendered their resignation from the Board due to personal commitments and unavoidable circumstances vide letter dated 12th July 2024 and 13th July 2024 respectively which were placed before the Board at its meeting held today, i.e., Thursday, 25th July 2024. The Board accepted their resignation with effect from 25th July 2024. The resignation was noted by the Nomination and Remuneration Committee. Consequently, they shall also cease to be Members of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Company. The letter of resignation received from Mr. Ladhu Singh and Mrs. Vanshika Rathi along with the confirmation from the resigning Independent Directors are enclosed herewith.
2. The Board, on the recommendation of the Nomination and Remuneration Committee considered and approved to induct Mr. Kushagra Gupta (DIN- 08477477) and Mrs. Sarita Jindal (DIN- 00021622) as Additional Directors in the category of Non Executive Non Independent Director w.e.f., 25th July 2024 and recommended the same for the approval of members at the ensuing 37th Annual General Meeting.
3. The Board due to resignation of Independent Directors and pursuant to appointment of Non-Executive Directors, and on the recommendation of the Nomination and



Remuneration Committee considered and approved to induct four Independent Directors on the Board to maintain the composition of Board as prescribed under Regulation 17 of SEBI (LODR) Regulations, 2015. The Board on the recommendation of Nomination and Remuneration Committee approved the appointment of Mrs. Arya Surendran (DIN: 10625534), Mrs. Neethu Subramoniyam (DIN: 08788544), Mrs. Hemalatha. G (DIN:10705286) and Ms. Mayuri Sinha(DIN: 08915515) as Additional Directors in the category of Non Executive Independent Director w.e.f., 25th July 2024 and recommended the same for the approval of members at the ensuing 37th Annual General Meeting. The committees of the Board- Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee were reconstituted accordingly.

It may be noted that Mrs. Arya Surendran (DIN: 10625534), Mrs. Neethu Subramoniyam (DIN: 08788544), Mrs. Hemalatha. G (DIN:10705286) and Ms. Mayuri Sinha(DIN: 08915515) meet all the criteria to be appointed as an Independent Director under applicable laws including circulars issued by the stock exchange from time to time.

Further, In compliance with SEBI Letter dated June 14, 2018 and BSE Circular LIST/COMP/14/2018-19 dated June 20, 2018, it is informed that Mr. Kushagra Gupta (DIN-08477477) and Mrs. Sarita Jindal (DIN- 00021622), Additional Directors in the category of Non Executive Non Independent Director and Mrs. Arya Surendran (DIN: 10625534), Mrs. Neethu Subramoniyam (DIN: 08788544), Mrs. Hemalatha. G (DIN:10705286) and Ms. Mayuri Sinha(DIN: 08915515), Additional Directors in the category of Non Executive Independent Director are not debarred from holding office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such Authority.

The details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015, dated September 09, 2015, are enclosed as **Annexure 1 to 8**.

This disclosure is made in compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

The meeting commenced at 02.00 PM and concluded at 02.55 PM.

Kindly the above on your records.

Thanking you,

Yours faithfully,
For Prima Agro Limited

V. R. Sadasivan Pillai
Company Secretary and Compliance Officer



Details required under Regulation 30 of SEBI (LODR) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015.

Annexure 1

Appointment of Mr. Kushagra Gupta (DIN- 08477477) as Additional Director in the category of Non Executive Non Independent Director

Sl. No	Particulars	Details
1	Name	Mr. Kushagra Gupta (DIN- 08477477)
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as Additional Non Executive Non Independent Director
3	Date of appointment/ cessation and term of appointment	Appointment of Mr. Kushagra Gupta is effective from 25.07.2024
4	Brief Profile (in case of appointment)	Experience in FMCG Industry, Food and beverage Industry, Family Business Management ,Project Planning & development which would prove beneficial to the Company.
5	Disclosure of Relationships between Directors (in case of appointment of Director)	Grandson of Mr. S.K. Gupta, Chairman & Managing Director. Son of Mrs. Swati Gupta, Director.
6.	Shareholding in the Company	201304 shares

Annexure-2

Appointment of Mrs. Sarita Jindal (DIN- 00021622) as Additional Director in the category of Non Executive Non Independent Director

Sl. No	Particulars	Details
1	Name	Mrs. Sarita Jindal (DIN- 00021622)
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as Additional Non Executive Non Independent Director
3	Date of appointment/ cessation and term of appointment	Appointment of Mrs. Sarita Jindal is effective from 25.07.2024
4	Brief Profile (in case of appointment)	Experience in Human Resources, Operations Management, Financial Planning, and Team Development which would prove beneficial to the Company.
5	Disclosure of Relationships between Directors (in case of appointment of Director)	Daughter of Mr. S.K. Gupta, Chairman & Managing Director. Sister - in- Law of Mrs. Swati Gupta, Director.
6.	Shareholding in the Company	25000 shares



Annexure-3

Appointment of Mrs. Arya Surendran (DIN: 10625534) as Additional Director in the category of Non Executive Independent Director.

Sl. No	Particulars	Details
1	Name	Mrs. Arya Surendran (DIN: 10625534)
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as Additional Non Executive Independent Director
3	Date of appointment/ cessation and term of appointment	Appointment of Mrs. Arya Surendran is effective from 25.07.2024
4	Brief Profile (in case of appointment)	Practicing law professional having experience in Corporate governance, compliance and legal advisory which would prove beneficial to the Company.
5	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s) of the Company
6.	Shareholding in the Company	Nil

Annexure-4

Appointment of Mrs. Neethu Subramoniyan (DIN: 08788544) as Additional Director in the category of Non Executive Independent Director.

Sl. No	Particulars	Details
1	Name	Mrs. Neethu Subramoniyan (DIN: 08788544)
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as Additional Non Executive Independent Director
3	Date of appointment/ cessation and term of appointment	Appointment of Mrs. Neethu Subramoniyan is effective from 25.07.2024
4	Brief Profile (in case of appointment)	Qualified Company Secretary and having experience in Corporate governance, compliance and Statutory matters which would prove beneficial to the Company.
5	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s) of the Company
6.	Shareholding in the Company	Nil



Annexure-5

Appointment of Mrs. Hemalatha. G (DIN:10705286) as Additional Director in the category of Non Executive Independent Director.

Sl. No	Particulars	Details
1	Name	Mrs. Hemalatha. G (DIN:10705286)
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as Additional Non Executive Independent Director
3	Date of appointment/ cessation and term of appointment	Appointment of Mrs. Hemalatha. G is effective from 25.07.2024
4	Brief Profile (in case of appointment)	Qualified Company Secretary and having experience in Corporate governance, compliance and Statutory matters which would prove beneficial to the Company.
5	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s) of the Company
6.	Shareholding in the Company	Nil

Annexure-6

Appointment of Ms. Mayuri Sinha(DIN: 08915515) as Additional Director in the category of Non Executive Independent Director.

Sl. No	Particulars	Details
1	Name	Ms. Mayuri Sinha(DIN: 08915515)
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as Additional Non Executive Independent Director
3	Date of appointment/ cessation and term of appointment	Appointment of Ms. Mayuri Sinha is effective from 25.07.2024
4	Brief Profile (in case of appointment)	Qualified Company Secretary and having experience in Corporate governance, compliance and Statutory matters which would prove beneficial to the Company.
5	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s) of the Company
6.	Shareholding in the Company	Nil



Annexure-7

Resignation of Mr. Ladhu Singh (DIN: 02320113) from the office of Independent Director

Sl. No	Particulars	Details
1	Name	Mr. Ladhu Singh (DIN: 02320113)
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Resignation of Mr. Ladhu Singh from the office of Independent Director due to personal commitments and unavoidable circumstances.
3	Date of appointment/ cessation and term of appointment	Resignation of Mr. Ladhu Singh is effective from 25.07.2024
4	Brief Profile (in case of appointment)	NA
5	Disclosure of Relationships between Directors (in case of appointment of Director)	NA
Additional Information in case of resignation of an Independent Director		
6	Letter of Resignation along with detailed reason for resignation	Enclosed herewith
7	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	NIL
8	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Listed Entity: Nil Unlisted Public Entity : Nil
9	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Mr. Ladhu Singh has confirmed that there are no material reasons for his resignation other than those mentioned in the resignation letter.



Annexure-8

Resignation of Mrs. Vanshika Rathi (DIN: 07510075) from the office of Independent Director

Sl. No	Particulars	Details
1	Name	Mrs. Vanshika Rathi (DIN: 07510075)
2	Reason for change viz. appointment, resignation, removal, death or otherwise	Resignation of Mrs. Vanshika Rathi from the office of Independent Director due to personal commitments and unavoidable circumstances.
3	Date of appointment/ cessation and term of appointment	Resignation of Mrs. Vanshika Rathi is effective from 25.07.2024
4	Brief Profile (in case of appointment)	NA
5	Disclosure of Relationships between Directors (in case of appointment of Director)	NA
Additional Information in case of resignation of an Independent Director		
6	Letter of Resignation along with detailed reason for resignation	Enclosed herewith
7	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	NIL
8	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	Listed Entity: Nil Unlisted Public Entity : Nil
9	The independent director shall, along with the detailed reasons, also provide a confirmation that there is no other material reasons other than those provided.	Mrs. Vanshika Rathi has confirmed that there are no material reasons for his resignation other than those mentioned in the resignation letter.

Yours faithfully,
For Prima Agro Limited

V. R. Sadasivan Pillai
Company Secretary and Compliance Officer

12th July, 2024

To

The Board of Directors
Prima Agro Limited
Door No. V/679-C
I.D.A, Muppathadam, P.O.
Edayar, Cochin - 683 110

Dear Sir/Madam,

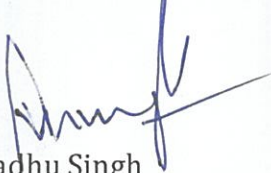
Sub: Resignation from the Directorship of the Company

Due to certain personal and unavoidable circumstances, I am unable to continue as a Director of Prima Agro Limited. Hence, kindly treat this as my resignation from the Board of Prima Agro Limited with effect from 25th July, 2024.

I request the Board to take my letter of resignation on record and to do all such acts, deeds and things as required under the provisions of the Companies Act, 2013 and Articles of Association of the Company immediately.

Thanking you,

Yours sincerely,



Ladhu Singh
Independent Director
DIN: 02320113

12th July, 2024

To

The Board of Directors
Prima Agro Limited
Door No.V/679-C
1.D.A, Muppathadam .P.O.
Edayar, Cochin - 683 110

Dear Sir/Madam,

Sub: Declaration from the Resigning Independent Director of the Company

Pursuant to my resignation, I hereby confirm that there are no material reasons for my resignation other than those mentioned in my resignation letter dated 12th July 2024.

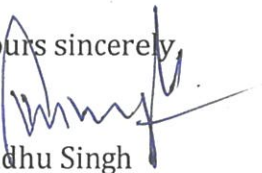
I hereby further declare that, I don't hold any Directorship or committee membership in any other listed entity as on the date of my resignation becoming effective.

I further inform the Board and the Committees that, I step down as member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

I take this opportunity to thank the Board and other committee members for the support extended to me during my tenure as an Independent Director.

Thanking you,

Yours sincerely,



Ladhu Singh
Independent Director
DIN: 02320113

13th July, 2024

To

The Board of Directors
Prima Agro Limited
Door No. V/679-C
I.D.A, Muppathadam, P.O.
Edayar, Cochin - 683 110

Dear Sir/Madam,

Sub: Resignation from the Directorship of the Company

Due to certain personal and unavoidable circumstances, I am unable to continue as a Director of Prima Agro Limited. Hence, kindly treat this as my resignation from the Board of Prima Agro Limited with effect from 25th July, 2024.

I request the Board to take my letter of resignation on record and to do all such acts, deeds and things as required under the provisions of the Companies Act, 2013 and Articles of Association of the Company immediately.

Thanking you,

Yours sincerely,



Vanshika Rathi
Independent Director
DIN: 07510075

13th July, 2024

To

The Board of Directors
Prima Agro Limited
Door No.V/679-C
1.D.A, Muppathadam .P.O.
Edayar, Cochin - 683 110

Dear Sir/Madam,

Sub: Declaration from the Resigning Independent Director of the Company

Pursuant to my resignation, I hereby confirm that there are no material reasons for my resignation other than those mentioned in my resignation letter dated 12th July 2024.

I hereby further declare that, I don't hold any Directorship or committee membership in any other listed entity as on the date of my resignation becoming effective.

I further inform the Board and the Committees that, I step down as member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

I take this opportunity to thank the Board and other committee members for the support extended to me during my tenure as an Independent Director.

Thanking you,

Yours sincerely,



Vanshika Rathi
Independent Director
DIN: 07510075