

# PRIMA AGRO LIMITED



17<sup>th</sup> September 2022

Stock Code: BSE: 519262  
ISIN: INE297D01018

CORPORATE & REGD. OFFICE  
Industrial Development Area  
Muppathadam P. O., Edayar, Cochin - 683 110  
Kerala State, India  
Tel: 91-484-2551533, (4 Lines)  
CIN: L15331KL1987PLC004833  
E-mail: primagroupcompanies@gmail.com  
primaedayar@gmail.com  
www.primaagro.in

To,

BSE Limited  
Corporate Relationship Department,  
2nd Floor, New Trading Wing  
Rotunda Building, PJ Towers,  
Dalal Street, Mumbai - 400 001

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 - II] 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 September 12, 2022 to September 14, 2022 and voting conducted at the AGM. 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 35<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





# GRANDMARK & Associates

CHARTERED ACCOUNTANTS  
VI<sup>th</sup> Level, Anrita Trade Towers,  
Pallimukku, S. A. Road, Kochi - 682 016  
Phone No: 0484 - 2354694, 2373610  
Email: gmakochi@grandmarkca.com  
vkande@gmail.com

## 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 Fifth Annual General Meeting of Members of M/s. Prima Agro Limited held on Thursday, 15<sup>th</sup> September 2022 at the registered office of the Company**

Dear Sir,

I, CA. Bibin Sajan, Practicing Chartered Accountant having ICAI Membership No. 228064, Partner, M/s. GRANDMARK & 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 Fifth AGM of the members of the Company held on Thursday, 15<sup>th</sup> September 2022 at the registered office of the Company and through VC/OAVM.



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)  
[www.grandmarkca.com](http://www.grandmarkca.com)

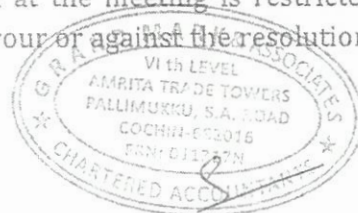
Branches : Ahmedabad | Bengaluru | Chandigarh | Chennai | Coimbatore | Gurugram | Hyderabad | Indore | Jharkhand | Karnal | Kochi | Kolkata | Lucknow | Ludhiana | Mumbai | Nashik | New Delhi | Noida | Panvel | Pune | Pollachi | Raipur | Rohtak | Thiruvananthapuram | Vijavawada



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Further to above, I submit my report as under:

- The notice dated 12<sup>th</sup> August, 2022 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 through electronic voting system 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 Thursday, 08<sup>th</sup> September, 2022 were entitled to vote on the resolutions as contained in the Notice of the AGM.
- The voting period for remote e-voting commenced on Monday, 12<sup>th</sup> September, 2022 (09:00 AM) and will end on Wednesday, 14<sup>th</sup> September, 2022 (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.





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

## ORDINARY BUSINESS

### Resolution 1 : Ordinary Resolution

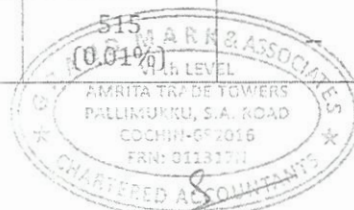
To receive, consider and adopt the standalone financial statements of the Company for the year ended 31<sup>st</sup> March, 2022 including the audited Balance Sheet as on 31<sup>st</sup> March, 2022 and the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and 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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--

### Resolution 2 : Ordinary Resolution

To receive, consider and adopt the consolidated financial statements of the Company for the year ended 31<sup>st</sup> March, 2022 including the audited Balance Sheet as on 31<sup>st</sup> March, 2022 and the statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.

Details of Voting	Assent (For)		Dissent (Against)		Invalid Votes
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By Poll	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--





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### Resolution 3 : Ordinary Resolution

To appoint a Director in the place of Mr. S.K. Gupta (DIN: 00248760) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--

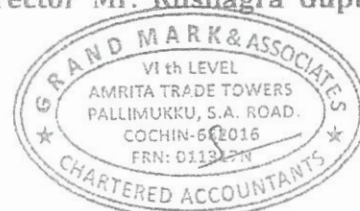
### Resolution 4 : Ordinary Resolution

To appoint M/s. Grandmark & Associates, Chartered Accountant, (Firm Registration No - 011317N) as Statutory Auditors.

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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--

### Resolution 5 : Ordinary Resolution

To Regularize the Appointment of Additional Director Mr. Kushagra Gupta (DIN : 08477477) as a Director.





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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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--

### Resolution 6 : Ordinary Resolution

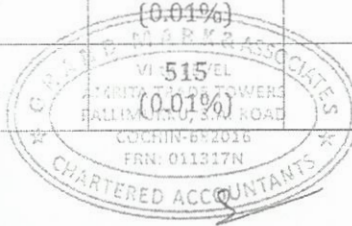
To Regularize the Appointment of Additional Director Mr. Ladhu Singh (DIN : 02320113) as a Director.

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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--

### Resolution 7 : Ordinary Resolution

To Regularize the Appointment of Additional Director Mrs. Vanshika Rathi (DIN : 07510075) as a 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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--





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## SPECIAL BUSINESS

### Resolution 8 : Special Resolution

Ratification and approval of Related Party Transactions with Associate 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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--

### Resolution 9 : Special Resolution

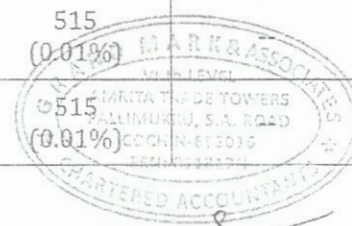
To approve transactions under Section 185 of the Companies Act, 2013.

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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--

### Resolution 10 : 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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--





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## Resolution 11 : Special Resolution

**Creation of Mortgage / Charge on the assets of the Company.**

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	42	19,88,321 (38.27%)	--	--	--
By E-Voting	16	2,456 (0.05%)	1	515 (0.01%)	--
Consolidated Votes	58	19,90,777 (38.32%)	1	515 (0.01%)	--

Thanking You,  
Yours faithfully,

For GRAND MARK & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FRN: 011317 N

  
CA. BIBIN SAJAN, FCA  
PARTNER  
Membership No. 228064



UDIN : 22228064ASQTFV9134



Countersigned



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

Place : Cochin  
Date: 16/09/2022