

PRIMA AGRO LIMITED



CORPORATE & REGD. OFFICE
Industrial Development Area
Muppathadam P. O., Edayar, Cochin - 683 110
Kerala State, India
Tel: 91-484-2551533, (5 Lines)
CIN: L15331KL1987PLC0044833
E-mail: primagroupcompanies@gmail.com
www.primaagro.in

29th May, 2019

Stock Code: BSE: 531246
ISIN-INE297D01018

The Corporate Relationship Department
Bombay Stock Exchange Ltd
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Dear Sir,

Subject: Annual Secretarial Compliance Report for the Financial Year ended March 31st 2019.

We are enclosing herewith the Annual Secretarial Compliance Report for the Financial Year ended 31st March 2019 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular no CIR/CFD/CMD1/27/2019 dated 08.02.2019.

You are requested to take same on record.

Thanking you,

Yours faithfully,

For PRIMA AGRO LTD


V.R. Sadasivan Pillai

Company Secretary & Compliance Officer



Secretarial Compliance Report of Prima Agro Limited**For the year ended 31st March 2019**

I, N.Balasubramanian, Designated Partner of BVR & Associates Company Secretaries, LLP have examined:

- (a) all the documents and records made available to us and explanation provided by Prima Agro Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 2019 in respect of compliance with the provisions of :

1. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
2. 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;



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C P No: 100, FCS 6439
LLP IN

and based on the above examination, 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, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 46 of SEBI (LODR) Regulations, 2015	Failure to disseminate the prescribed information in the Website	The Company has been advised to comply with the provisions and the company is in the process updating the same as per LODR provisions.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



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Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
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1	Levy of Fine	Non-Compliance of Regulation on 19 (1) & 19(2) of SEBI (LODR)2015	Non-compliance with the constitution of NRC	<p>As per Regulation 19 the Board of Directors shall constitute the Nomination and Remuneration Committee comprising of at least 3 Directors, all directors being Non-executive Directors and at least 50%of the directors being Independent.</p> <p>The Chairperson of the NRC shall be an Independent Director.</p> <p>The NRC of the Company was reconstituted as;</p> <ol style="list-style-type: none"> 1. Vanshika Agarwala - Chairperson 2. Ladhu singh - Member 3. SK Gupta - Member
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- (d) The listed entity has nothing to report for any actions taken to comply with the observations made in any previous reports as this is the first year of reporting

For BVR & ASSOCIATES COMPANY SECRETARIES LLP



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Designated Partner

N. Balasubramanian

FCS No:6439

CP No:4996

Place: Ernakulam

Date: 27/05/2019