

PRIMA AGRO LIMITED



36TH ANNUAL REPORT 2022-23

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COMPANY INFORMATION

BOARD OF DIRECTORS

CHAIRMAN & MANAGING DIRECTOR



MR. S K GUPTA

NON- EXECUTIVE DIRECTORS



MRS SWATI GUPTA



MR.KSHAGRA GUPTA

INDEPENDENT DIRECTORS



MR. LADHU SINGH



MRS.VANSHIKA RATHI



MS.VEDIKA AGARWALA

Reference Information

REGISTERED OFFICE

Door No. V/679-C
Industrial Development Area
Muppathadam P.O, Edayar
Cochin - 683110

STATUTORY AUDITORS

M/s Grandmark & Associates
Chartered Accountants
Ernakulam

BANKERS

ICICI Bank
Indian Overseas Bank

SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments
Private Limited (Category - 1, Registrars)
"AURUM", 4th & 5th Floors, Plot No.57,
Jayabheri Enclave Phase - II, Gachibowli,
Hyderabad - 500 032
Ph :040-23818475, Fax: 040-23868024
Email: investor.relations@vccipl.com

COMPANY SECRETARY

Mr. V.R.Sadasivan Pillai

MANUFACTURING UNITS:

Edayar Unit (Kochi)

Industrial Development Area
Muppathadam P.O, Edayar
Cochin- 683110

Trivandrum Unit:

Industrial Development Area
Plot No.71, Kochuveli
Trivandrum - 695021

NOTICE OF THE 36th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Sixth (36th) Annual General Meeting of Prima Agro Limited will be held on Friday, 15th September 2023 at 11.00 AM. at the Registered Office of the Company at Door No: V / 679 - C, Industrial Development Area, Muppathadam P. O. Edayar, Cochin – 683 110 to transact the following business:

ORDINARY BUSINESS

1. 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.

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the year ended March 31, 2023, the Reports of the Board of Directors and the Independent Auditors thereon, be and are hereby considered, approved and adopted.”

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

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023 and the Independent Auditors’ Report thereon, be and are hereby considered, approved and adopted.”

3. 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.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Swati Gupta (DIN 00249036), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed

as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

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

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively referred as ‘the Act’) and subject to the requisite approvals, if any required, approval of the Members of the Company be and is hereby accorded for the re-appointment and terms of appointment of Mr. S.K. Gupta (DIN: 00248760) as the Chairman and the Managing Director (MD) of the Company for a period of five years with effect from 01st April 2023 till 31st March 2028 upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, as set out in the Explanatory Statement annexed to this Notice and forming part of this notice with a liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration so as the total remuneration payable to him shall not exceed the limits specified in Schedule V of the Act including any statutory modification or reenactment thereof, for the time being in force and as agreed by and between the Board and Mr. S.K. Gupta.”

“RESOLVED FURTHER THAT in the event of loss in any financial year or the Company has no profits or inadequate profits in any financial year, Mr. S.K Gupta will be paid

minimum remuneration as may be recommended by the Nomination and Remuneration Committee and approved by the Board which shall be in accordance with the provisions of Section 197 of Companies Act, 2013 read with Schedule V of the Act and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any statutory amendment or modification by the Central Government to Schedule V of the Act, the Board be and is hereby authorised to vary and alter the terms of re-appointment including salary, perks and other benefits payable to Mr. S.K. Gupta within such prescribed limits or ceiling as agreed by and between the Board and Mr. S.K.Gupta without any further reference to the Company in the General Meeting.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s) and on the approval of Audit Committee, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to ratify and approve the contract(s)/

arrangement(s)/ transaction(s) with related parties happened for the year ended 2022-2023 as detailed below.

Related Party Transactions for FY 2022-23

(Figures in Thousands)

Parties	Opening Balance	During the year	Closing Balance
Ayyappa Roller Flour Mills Limited	42,401.64 (Dr)	(100)	42,301.64 (Dr)
Prima Industries Limited	1909.80 (Cr)	1298.10 (Dr)	611.70 (Cr)
Prima Beverage Private Limited	106.74 (Dr)	----	106.74 (Dr)

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

6. Approval for Material Related Party Transaction(s)

To consider and if thought fit, to pass with or without modification, if any, the following resolution as **Special Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rules framed thereunder under (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time and the Company’s policy on Related Party Transactions and on the approval of Audit Committee and such other approvals as may be required, the consent of Shareholders be and is hereby accorded to

the Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution), for entering into and / or carrying out and/or continuing with existing contracts / arrangements/ transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) for the financial year 2023- 2024 with

- i) Ayyappa Roller Flour Mills Limited - Not Exceeding Rs. 450.00 Lakhs p.a.
- ii) Prima Industries Limited - Not Exceeding Rs. 200.00 Lakhs p.a.
- iii)Prima Beverage Private Limited - Not Exceeding Rs.25.00 Lakhs p.a.

on such term(s) and condition(s) as the Board of Directors may deem fit, provided that the said contract(s) / arrangement(s) / transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit and file requisite forms with the regulatory authorities."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to the Audit Committee of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

By order of the Board

Place: Cochin For Prima Agro Limited

Date : 29.07.2023

Sd/-

**S.K. Gupta
Chairman and Managing
Director
(DIN: 00248760)**

NOTES:

(a) Members please note that the informations regarding appointment / reappointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 ("the Act") and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") is annexed hereto.

(b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF / ITSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPNY.

(c) Members are requested to note that a person can act as a proxy on behalf of Member not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

(d) The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed towards the end of Annual Report. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution or authority as applicable.

(e) Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.

(f) In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

(g) Members / proxies / authorized representatives are requested to bring the duly filled Attendance Slip to attend the Meeting. The same is annexed towards the end of Annual Report.

(h) The Register of Members and Share Transfer Books of the Company will remain closed from 09th September 2023 to 15th September 2023 (Both days inclusive) for the purpose of Annual General Meeting for Financial Year 2022-23.

(i) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by Members at the Registered Office of the Company between 11 AM to 1 PM on all working days, up to the date of the Meeting.

(j) Members desiring any information as regards the Annual Report are requested to write to the Company at an early date at primaedayar@gmail.com so as to enable the Management to keep the information ready at the Meeting.

(k) As per the provisions of the Companies Act, 2013, facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

(l) In accordance with the MCA Circulars, SEBI Circulars and Companies Act, 2013 read with the Rules framed thereunder, Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Depository Participant unless any Member has requested for a physical copy of the Report. For Members who have not registered their e-mail addresses, physical copies of the Annual Report 2022-23 are being sent by the permitted modes.

(m) Members holding shares in physical form are requested to consider converting

their holding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management. Members may contact the Company or Venture Capital and Corporate Investments Private Limited, Registrar and Transfer Agent (RTA) for assistance in this regard.

(n) Members holding shares in dematerialized form are requested to intimate any change in their postal address, email address, Permanent Account Number (PAN), Bank details, ECS details etc, to their respective Depository Participants and those holding shares in physical form are requested to intimate the said changes to the Registrar and Share Transfer Agent (RTA) of the company.

Updation of KYC Details and Mandatory Linkage of PAN with Aadhar-

SEBI Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2021 /655 dated November 3, 2021 read with SEBI Circular No. SEBI / HO / MIRSD / MIRSD_RTAMB / P / CIR / 2021 / 687 dated December 14, 2021 read with SEBI / HO / MIRSD / MIRSD_PoD-1 / P / CIR / 2023 / 37 dated March16, 2023 mandates all the listed Companies to record the PAN, e-mail address, mobile number, Nomination, KYC details of all the shareholders and Bank Account details of the holders of physical securities.

The salient features and requirements of the Circulars are as follows:

a). Non-updation of KYC : Folios wherein any ONE of the cited details / documents (ie. PAN, contact details, Bank Details, Nomination) are not available on or after October 1, 2023, shall be frozen.

b). The securities in the frozen folios shall be:

i. Eligible to lodge any grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.

ii. Eligible for any payment including dividend, interest or redemption only through electronic mode upon complying with the above stated requirements.

c). Mandatory linkage of PAN with Aadhaar: As per the Central Board of Direct Taxes (CBDT) it is mandatory to link PAN with Aadhar number by June 30, 2023. Post June 30, 2023 or any other date as may be specified by the CBDT, RTAs shall accept only valid PANs and the ones which are linked to the Aadhar number. The folios in which PANs is / are not valid as on the notified cut-off date of June 30, 2023 or any other date as may be specified by the CBDT, shall also be frozen.

In view of aforesaid, we request you to submit the requisite Investor Service Request Form(s) along with the required supporting documents as stated therein at the earliest.

The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3 or SH-13, SH-14, SEBI circular and copy of KYC letter sent to the shareholders are available on the RTA website at www.vccipl.com and at the website of the Company at www.primaagro.in

You may use any ONE of the following modes for submission of the Forms:

- i. In Person Verification (IPV): by producing the originals to the Authorized Person of the RTA, who will retain copy(ies) of the document(s). Please note the registered shareholder(s) has to visit the office of the RTA for IPV and not his/her representative.
- ii. In Hard Copy: by furnishing self-attested photocopy(ies) of the relevant documents, with date.
- iii. In case your email is already registered with RTA, you may send the scanned copies of your KYC documents with e-sign at RTA's dedicated email-id: investor.relations@vccipl.com. Kindly mention the email subject line as "KYC Updation (Company Name) - Folio No : _____"

(o) Equity Shares of the Company are under compulsory demat trading by all investors. Those shareholders, who have not dematerialized their shareholding, are advised to dematerialize the same to avoid

any inconvenience in future.

(p) The Securities and Exchange Board of India (SEBI) has mandated that w.e.f. April 1, 2019, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. In view of the same, members holding shares in physical form are requested to get them converted into dematerialized form.

(q) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are therefore requested to submit their PAN to the Depository Participants with whom they are maintaining the demat account.

Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent of the Company.

(r) The rout map to the AGM venue is annexed towards the end of the Annual report.

(s) The Register of Directors and Key Managerial Personnel and their shareholding under section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested under Section 189 of Companies Act, 2013 and all documents referred to in this Notice and accompanying Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection of the Members from the date of circulation of this Notice up to the date of 36th Annual General Meeting i.e. Friday, September 15, 2023.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on 12th September, 2023 at 09:00 A.M. and ends on 14th September, 2023 at 05:00 P.M. The remote e-voting module shall be

disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., 09th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 09th September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed

Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="632 1102 1377 1848">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="632 1848 1377 2004">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-

	<p>Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System

	<p>Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gmakochi@grandmarkca.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self - attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (primaedayar@gmail.com)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digits DPID + CLID or 16 digits beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self - attested scanned copy of Aadhar Card) to (primaedayar@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for Shareholders

- a. The Board of Directors has appointed Mr. Bibin Sajan, M/s Grandmark & Associates (Chartered Accountants), as the Scrutiniser to scrutinise the entire e-voting process at the Annual General Meeting in a fair and transparent manner.
- b. After conclusion of the voting at AGM, the Scrutiniser shall count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall prepare a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, not later than 48 hours of conclusion of the AGM and submit it to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- c. The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company at www.primaagro.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall simultaneously be communicated to the Stock Exchanges.
- d. For any grievances connected with facility for e-voting members may contact:

Mr. Bibin Sajan,
Chartered Accountant,
M/s. Grand Mark & Associates (Chartered Accountants),
Amrita Trade Towers,
6th Floor, S.A. Road,
Pallimukku, Kochi – 682 016
Mail id: bibinsajan@grandmarkca.com

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

The following Statement sets out all material facts relating to item numbers 4, 5 & 6 mentioned in the accompanying Notice.

Item No. 4 To re-appoint Mr. S.K. Gupta (DIN 00248760) as the Chairman and the Managing Director.

Mr. S.K Gupta has been the Chairman and Managing Director of the Company since 30th May 2016. At the 31st Annual General Meeting of the Company held on 19th November, 2018, the Members of the Company had approved the, re-appointment and terms of remuneration of Mr. S.K Gupta as the Chairman and Managing Director of the Company for a period of 5 years from 1st April, 2018 upto 31st March, 2023, including, inter alia the salary and other terms of remuneration.

Mr. S.K Gupta is responsible for the overall affairs of the Company. He has provided dedicated and meritorious services and has made significant contribution to the overall growth of the Company. The Company has achieved success in creating a brand image under his able leadership and direction. Mr. S.K. Gupta would be required to play a more dominant role in implementation of the strategies adopted by the management towards attainment of the Company's vision.

In view of this, the Board, on the recommendation of the Nomination and Remuneration Committee, has unanimously approved and seeks consent of the Members for the re-appointment of Mr. S.K Gupta as Chairman and Managing Director for a further period of 5 years w.e.f. 1st April, 2023 till 31st March, 2028 at such remuneration including salary and other terms as follows with a liberty to the Board or the Nomination and

Remuneration Committee to revise the remuneration within the prescribed ceiling limits of Schedule V and other applicable provisions of the Act:

1. Basic Salary: Rs 2,75,000/- per month.
2. House Rent Allowance: Rs.1,10,000/- per month.
3. Other Allowance: Rs. 12,500/- per month.
4. Medical Domiciliary – Medical benefits as per rules of the Company for self and family, as applicable to the Officers of the Company.
5. Free use of the Company's car and fuel expenses for use on the Company's business as well as for own use, in line with the position of Managing Director.
6. Reimbursement of actual travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.

(All the above perquisites shall be evaluated as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be evaluated at actual cost.)

Minimum Remuneration:

In any financial year, if the Company has no profits or its profits are inadequate, the Company shall pay the remuneration to the Chairman & Managing Director in accordance with the provisions of Section 197 of Companies Act, 2013 read with Schedule V of the Act and rules framed there under and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

Other Terms and Conditions:

He shall not be paid any sitting fees for attending Board / Committee Meetings.

He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government.

The appointment may be terminated by the Company or by Mr. S.K. Gupta by giving not less than three months' prior notice in writing.

Mr. S.K Gupta satisfies all the conditions set out in Part I of Schedule V to the Act and the conditions set out under Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Managing Director.

Having regard to the qualifications, experience and knowledge, the Board is of the view that the reappointment of Mr. S.K Gupta as Chairman and Managing Director will be beneficial to the functioning and future growth opportunities of the Company and the remuneration payable to him is commensurate with his abilities and experience.

This explanatory statement may be considered as the requisite abstract under Section 190 of the Companies Act, 2013, setting out the terms, conditions and limits of remuneration for re-appointment of Mr. S.K Gupta as Chairman and Managing Director of the Company.

A brief profile of Mr. S.K Gupta, name of companies in which he holds Directorships, shareholding in the Company, etc. is given in **Appendix- 1** to this Notice pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and the Secretarial Standard on General Meetings (SS- 2), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolution as set out in item number 4 of this Notice, for approval by the Members of the Company.

Mr. S.K Gupta and Mrs. Swati Gupta are deemed to be interested in the said Resolution. None of the other Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their

shareholding in the Company, if any, and the nature of relationship (as stipulated in the Corporate Governance Report Annexed to the Board Report), in the proposed Special Resolution as set out in item number 4 of this Notice.

Item No. 5- Ratification and Approval of Related Party Transactions with Group Companies

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 01st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs.1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

The transactions held between the Company and the related parties during the financial year 2022-2023 falls below the above threshold limit, hence not considered material.

However, the Company had obtained prior approval of the members by way of an Ordinary Resolution passed at the 35th Annual General Meeting (AGM) held on 15th September 2022, for entering into transactions (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its group Companies, Ayyappa Roller Flour Mills Limited, Prima Industries Limited and Prima Beverage Private Limited respectively. The Company had sought approval for the following limit for entering into transactions with the said

related party in compliance with the SEBI Listing Regulations:

Ayyappa Roller Flour Mills Limited- Not exceeding Rs. 250 Lakhs p.a.

Prima Industries Limited - Not exceeding Rs. 200 Lakhs p.a.

Prima Beverage Private Limited- Not exceeding Rs 25 Lakhs p.a.

Pursuant to the above limits the Company had entered into transactions with the said related parties during the financial year-2022-2023- Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Appendix 2.**

The Audit Committee had reviewed and ratified the material related party transactions entered into by the Company during the FY 2022-2023.

All the related party transaction(s) as mentioned above, entered into by the Company during the FY 2022-2023 were in the ordinary course of business of the Company and on an arm's length basis.

The Board recommends passing of the Special Resolution as set out in item number 5 of this Notice, for approval by the Members of the Company in order to ratify the transactions.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Special Resolution, as set out in item number 5 of this Notice.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any and to the extent of their directorships (being common Directors) in the proposed Special

Resolution, as set out in item number 5 of this Notice.

Item No. 6- Approval for Material Related Party Transactions

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective 01st April, 2022, mandates prior approval of the Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and at an arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) Rs.1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

To facilitate smooth business, prior approval of the Members is being sought to enable the Company to enter into transaction(s) (whether individual transaction or transaction(s) taken together or series of transaction(s) or otherwise) either individually or together with its group companies Ayyappa Roller Flour Mills Limited, Prima Industries Limited and Prima Beverage Private Limited respectively, being a related party of the Company, during the financial year 2023-2024, which may exceed the materiality threshold as per the SEBI Listing Regulations. The Audit Committee has reviewed and approved the proposed material related party transactions to be entered into by the Company during the FY 2023-2024.

All the related party transaction(s) as mentioned hereunder, proposed to be entered into by the Company during the FY 2023-2024 would be in the ordinary course of business of the Company and on an arm's length basis.

The Board recommends passing of the Special Resolution as set out in item number 6 of this Notice, for approval by the by the Members of the Company.

The Members may please note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not) shall not vote to approve the Special Resolution, as set out in item number 6 of this Notice.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, for the Financial Year 2023-24. Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Appendix 3**.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their

shareholding in the Company, if any and their directorships (being common Directors) in the proposed Special Resolution, as set out in item number 6 of this Notice.

By order of the Board
For **Prima Agro Limited**

Place: Cochin
Date : 29.07.2023

Sd/-
S.K. Gupta
Chairman and Managing
Director
(DIN: 00248760)

APPENDIX-1

Name of Director DIN Date of Initial Appointment	Age, Date of Birth (No. of Shares held)	Qualifications	Brief Profile, Nature of expertise in specific functional areas	Name of the companies in which he holds Directorship as on 31.03.2023 along with the name of listed entities from which he, has resigned in the past three years	Name of the Committees of other Companies in which he/she holds Membership/ Chairmanship as on 31.03.2023
Name: Mr. S.K Gupta DIN: 00248760 Date of initial Appointment as Director: 05.12.2012	Age- 83 years Date of Birth- 08.08.1940 Number of Shares- 183700	BA (Hon) from Jaipur University	<p>Mr. S.K. Gupta, the Promoter of Prima Group of Companies hailed from Rajasthan almost 60 years back and established the Prima Group in Kerala. He has vast experience in the field of agro based industries especially in flour milling.</p> <p>Mr. S. K. Gupta, after settling down in Kerala, decided to move away from the flour mills and set up other manufacturing facilities using agro based products, as</p>	Directorships in: 1. Prima Industries Limited 2. Prima Beverage Private Limited 3. Ayyappa Roller Flour Mills Limited 4. Prima Credits Limited 5. Prima Alloys Private Limited 6. PAPL Exim India Limited 7. Ayyappa Real Estate Private Limited	NIL

			<p>starting materials. The diversified agro based raw materials available in Kerala and neighboring states helped him in this venture. This innovative initiative took him to animal feeds, edible oil solvent extraction, oil refining and oil packing. The flour mills in Cochin and Trivandrum were expanded and modernized.</p> <p>The business contacts he developed also helped him to set up a medium scale beverages unit engaged in bottling of packaged drinking water. His vast experience is an asset to the organization.</p>		
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Name: Mrs. Swati Gupta DIN: 00249036 Date of initial Appointment as Director: 31.03.2015	Age: 53 years Date of Birth- 15.05.1970 No of Shares- 323125	B.Com	Mrs. Swati Gupta has over 20 years' experience across different industries like Textile, Flour Milling, Solvent Extraction & Refining, Cattle Feed Manufacturing and packaged drinking Water. She started her career in M/s Surya Jyothi Spinning Mill, Hyderabad. She was the CEO of Prima Beverage Private Limited for 10 years'.	1. Prima Industries Limited 2. Prima Beverage Private Limited 3. Ayyappa Roller Flour Mills Limited 4. Prima Credits Limited 5. Prima Alloys Private Limited 6. PAPL Exim India Limited 7. Ayyappa Real Estate Private Limited	Prima Industries Limited: Audit Committee Nomination and Remuneration Committee Stake holders Relationship Committee Risk Management Committee Corporate Social Responsibility Committees
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***For other details such as number of meetings of the Board attended during the year, remuneration drawn and relationship with other Directors and Key Managerial Personnel in respect of the above Directors, please refer to the Corporate Governance Report.

APPENDIX-2

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herewith-

(Ratification of transaction during FY: 2022-2023) (Figures in Thousands)

1	Name of the related party	Ayyappa Roller Folur Mills Limited	Prima Beverages Private Limited	Prima Industries Limited
2	Type of transaction	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company

3	Material terms and particulars of the transaction	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company
4	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Group Company having Common Directorship	Group Company having Common Directorship	Group Company having Common Directorship
5	Tenure of the transaction	N.A	N.A	N.A
6	Value of the transaction	100	---	1298.10 (Cr)
7	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the transaction.	0.06%	---	0.79%
8	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company
	(i) Details of financial indebtedness Incurred	N.A.	N.A.	N.A.
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A.	N.A.	N.A.
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	N.A.	N.A.	N.A.
9	Justification as to why the RPT is in the interest of the Company.	Group Company-Settlement of Old Running balance of Account	Group Company-Settlement of Old Running balance of Account	Group Company-Settlement of Old Running balance of Account
10	Copy of the valuation or other external party report, if any such report has been relied upon.	N.A.	N.A.	N.A.
11	Any other information relevant or important for the members to take a decision on the transaction.	N.A.	N.A.	N.A.

APPENDIX-3

Information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided herewith:

(FY: 2023-2024) (Figures in Lakhs)

1	Name of the related party	Ayyappa Roller Folur Mills Limited	Prima Beverages Private Limited	Prima Industries Limited
2	Type of transaction	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company
3	Material terms and particulars of the proposed transaction	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company
4	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Group Company having Common Directorship	Group Company having Common Directorship	Group Company having Common Directorship
5	Tenure of the proposed transaction	N.A	N.A	N.A
6	Value of the proposed transaction/ Limit Assigned	450.00per annum	25.00 per annum	200.00 per annum
7	Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	32.6%	1.81%	14.52%
8	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company	Repayment of Old Running balance of Account with the Group Company
	(i) Details of financial indebtedness Incurred	N.A.	N.A.	N.A.
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	N.A.	N.A.	N.A.

	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	N.A.	N.A.	N.A.
9	Justification as to why the RPT is in the interest of the Company.	Group Company-Settlement of Old Running balance of Account	Group Company-Settlement of Old Running balance of Account	Group Company-Settlement of Old Running balance of Account
10	Copy of the valuation or other external party report, if any such report has been relied upon.	N.A.	N.A.	N.A.
11	Any other information relevant or important for the members to take a decision on the proposed transaction.	N.A.	N.A.	N.A.

DIRECTORS' REPORT

To

The Members of Prima Agro Limited

Your Directors have pleasure in presenting the 36th Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March 2023.

Introduction

India's growth continues to be resilient despite some signs of moderation in growth. **The Update notes that although significant challenges remain in the global environment, India was one of the fastest growing economies in the world.** The overall growth remains robust and is estimated to be 6.9 percent for the full year with real GDP growing 7.7 percent year-on-year during the first three quarters of fiscal year 2022/23. There were some signs of moderation in the second half of FY 22/23. Growth was underpinned by strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners. Inflation remained high, averaging around 6.7 percent in FY22/23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices.

1. Financial Highlights (Statement of Profit and Loss) (figures in million)

Particulars	Standalone		Consolidated	
	FY-2022-23	FY-2021-22	FY-2022-23	FY-2021-22
Revenue from operation	137.77	163.91	137.77	163.91
Other Income	13.34	15.05	13.34	15.05
Total Income	151.11	178.96	151.11	178.96
Less: Depreciation and amortization expense	7.55	6.58	7.55	6.58
Less: Other expenses	119.11	132.93	119.11	132.93
Profit before Exceptional Items	24.45	39.45	24.45	39.45
Add: Exceptional items and Prior Period item	0.43	0.15	0.43	0.15
Profit Before Tax	24.88	39.60	24.88	39.60
Less: Tax expense	6.09	14.12	6.09	14.12
Net Profit for the Year	18.79	25.48	18.79	25.48
Paid up equity share capital (No. of shares) (Face value per share Rs.10 each)	5.195	5.195	5.195	5.195
Earnings per equity share from continuing operations (Basic)	2.46	3.75	2.46	3.75
Earnings per equity share from continuing operations (Diluted)	2.46	3.75	2.46	3.75

The Gross Value Added (GVA) in the economy is reckoned to have risen 7% in 2022-23, compared to 8.8% in 2021-22, with manufacturing GVA growth sliding to just 1.3% from 11.1% a year ago, despite a 4.5% rebound in the final quarter after six months of contraction.

Economists noted that though several sectors delivered a positive surprise, especially in the last quarter of the FY 2022-23, consumption remained in the same level and the overall growth pattern remains uneven.

The central government is likely to meet its fiscal deficit target of 5.9 percent of GDP in FY23/24 and combined with consolidation in state government deficits, the general government deficit is also projected to decline.

The financial performance of your Company during the financial year 2022-2023 is produced below:

2. Change in the Nature of Business.

There is no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

3. Changes in Share Capital

There were no changes in the share Capital during the year. Also report that:

- a. The Company has not bought back any of its securities during the year under review.
- b. The Company has not issued any Sweat Equity Shares during the year under review.
- c. No Bonus Shares were issued during the year under review.
- d. The Company has not provided any Stock Option Scheme to the employees.
- e. The Company has not issued any Equity shares with Differential Rights.
- f. The Company had extended the redemption period of Preference shares due for redemption from 3 years to 13 years after obtaining the written consent from the Preference shareholder, holding 100 % Preference shares of the Company. These shares were originally issued on 12th April 2013 and is due for redemption on 11th April 2026.

4. Deposits

Your Company has not invited any deposit from public and shareholders in accordance with the provisions of Section 73 and 74 of the Companies Act, 2013.

5. Transfer To Investor Education and Protection Fund

Your Company has not declared any dividend during the past or during the current period and the provisions related to transfer of unclaimed or unpaid dividend or shares on which dividend remains unpaid or unclaimed to the aforesaid fund is not applicable to this Company.

6. Subsidiary / Associate / Joint Venture Companies

Your Company has no subsidiaries, joint ventures or associate companies.

7. Particulars of Loan, Guarantees and Investments under Section 186 of the Companies Act, 2013.

Your company has not given directly or indirectly any loan to any person or other body corporate or has given any guarantee or provided security in connection with a loan to any other body corporate or person; and has not acquired by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more during the financial year 2022-23.

8. Particulars of Contracts or Arrangement with Related Parties

The Related Party Transactions that were entered during the financial year under review were in the ordinary course of business. There were no materially significant Related Party Transactions entered into by the Company during the year under review other than those reported in the accounts. The Company has a process in place to periodically review and monitor Related Party Transactions. All the related party transactions were in the ordinary course of business and at arm's length as prescribed under section 188(1) of the Companies Act, 2013. The Audit Committee has approved all related party transactions for the FY 2022-23 and estimated transactions for FY 2023-2024.

As your Company has not entered into any transactions with related parties which could be considered material in terms of Section 188 of the Act, the disclosure of related party transactions as required under Section 134(3)(h) of the Act, in Form AOC 2, is not applicable. The information required under Regulation 23 of the SEBI Listing Regulations read with SEBI Circular dated 22nd November, 2021 is provided as **Appendix 2 and 3** of the Notice of 36th Annual General Meeting.

9. Dividend

With a view to conserve the resources of the Company, the Directors are not recommending any dividend for the year under review.

Your Company does not have a Dividend Distribution Policy in place as your Company does not fall under the threshold mentioned under Regulation 43A of the SEBI (Listing Obligation and Disclosure Requirements) 2015.

10. Amounts Transferred to Reserves.

No amount is transferred to General Reserve.

11. Extract of Annual Return

Pursuant to the provisions of Section 134(3) (a) of the Act, the draft annual return as on 31st March, 2023 prepared in accordance with the provisions of Section 92(3) of the Act is made available on the website of your Company at www.primaagro.in.

12. Board Meetings

Your Company held its Board Meetings 4 times during the Financial Year 2022-23, i.e, on 30th May, 2022; 12th August, 2022; 11th November, 2022 and 14th February, 2023. For details, please refer to the Report on Corporate Governance, which forms a part of this Annual Report.

13. Explanation to Auditor's Remarks.

a) Statutory Audit Report.

Your Auditors had submitted an unqualified Audit Report for the Financial Year 2022-23 except a mentioning about few related party transactions in the form of loans which are well within the limit specified in section 186 of the Companies Act, 2013. The comments/observations of Auditors are explained in the Notes to the Accounts, forming part of the Balance Sheet as at 31st March, 2023 which are self - explanatory and therefore do not call for any further comment under Section 134(5) of the Companies Act, 2013.

b) Secretarial Audit Report

(i) The Secretarial Auditors also had submitted an unqualified Audit Report for the Financial Year 2022-23 except for the following observations:

Observation 1. It is noted that the Company has received a E mail on 22nd June 2022 showing

Non-compliance with the requirement pertaining to the submission of Consolidated Financial Results with Regulation 33 of SEBI (LODR) Regulations 2015 for the quarter ended September 30, 2021.

Management Response to the observation:

The Company submitted the Consolidated Financial Results and also paid the fine for noncompliance amounting to Rs.41300/- on 29th June 2022.

Observation 2: *Company received another mail on 20th February 2023 regarding discrepancy in Consolidated Financial Results for the quarter ended 31st December 2022.*

Management Response to the observation:

Your 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 Subsidiary Company for which Consolidation of Financial Statements is required. Being not a Parent Company the Company is exempted from filing the Consolidated Financial Results. The Company has taken up the matter and yet to receive a reply from Listing Compliance Department, BSE Limited.

Observation 3: *The Company had received a notice on October 21st 2022 for non-submission of the Annual Report within the period prescribed under the Regulation 34 of SEBI (LODR) Regulations 2015 for the year ended March 2022.*

Management Response to the observation:

Your Company rectified the non- compliance and paid fine Rs.2360/- for the same.

Observation 4: *The Company has received another notice on Non-disclosure of Dividend Distribution Policy in the Annual Report and on the Websites of the entity under the Regulation 43A of SEBI (LODR) Regulations 2015 for the year ended March 2022.*

Management Response to the observation:

Your Company does not fall under the threshold mentioned under Regulation 43A of the SEBI (Listing Obligation and Disclosure Requirements) 2015, hence, this provision is not applicable to the Company.

14. Material Changes Affecting the Financial Position of the Company.

During the reporting year there were no material changes or events occurred affecting the financial position of the Company.

15. Conservation of energy, technology absorption, foreign exchange earnings and outgo.

The information of Conservation of Energy as required under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is not applicable to the business segments which your Company operates. However, the initiatives by the Company is detailed out in **Annexure-V**.

During the year, your Company has not earned any Foreign Exchange and there is no outgoings in Foreign Exchange.

16. Development and implementation of a Risk Management Policy

The Board of Directors has adopted a Risk Management Policy which sets out the framework for the management of risks faced by the Company in the conduct of its business to ensure that all business risks are identified, managed and monitored.

17. Directors and Key Managerial Personnel

The Board of Prima Agro Limited comprises of 6 directors; One Chairman cum Managing Director, Two Non-Executive Directors, Three Independent Non-Executive Directors. The Composition of the Board and Committee is available at the website of the Company at <https://primaagro.in/policies/docs/Composition-of-Board-and-Committee.pdf>

Key Managerial Personnel

Mr. S.K Gupta, Chairman cum Managing Director, Mrs. Swati Gupta, Chief Financial Officer and Mr. V.R Sadasivan Pillai, Company Secretary are the Whole Time Key Managerial Personnel of the Company.

Mrs. Swati Gupta (DIN: 00249036), Director, retires by rotation at the ensuing 36th Annual General Meeting and being eligible offers herself

for re-appointment. The Board recommends her re-appointment on recommendation by the Nomination and Remuneration Committee.

The Board has considered the recommendation of the Nomination and Remuneration Committee regarding the re-appointment of the Chairman cum Managing Director, Mr. S.K Gupta (DIN: 00248760) at the ensuing 36th Annual General Meeting.

Brief details of Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the SEBI Listing Regulations, are provided in the Notice of the 36th Annual General Meeting as **Appendix 1**.

18. Details of significant & material orders passed by the regulators or courts or tribunal.

No orders were passed by the authorities which impacts the going concern status and company's operations in future.

19. Internal Control System and their Adequacy

Your Company is having adequate internal financial controls with reference to the Financial Statements. Your Company has appointed M/s G. Joseph and Associates as the Internal Auditor for the financial year 2022-2023.

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorised, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. This is periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons. The adequacy of internal financial controls is included in **Management Discussion and Analysis Report** which is annexed to the Board's Report as **Annexure III**.

20. Declaration by Independent Director

The Company has received the necessary declaration from each Independent Director in

accordance with Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as laid out in sub section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity.

21. Statutory Auditor.

M/s Grandmark & Associates, Chartered Accountants (Firm Registration Number 011317N) were appointed as the Statutory Auditors for the term of five consecutive years, from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting to be held in the year 2027 to examine and audit the accounts of the Company during the said period. Your Company has received confirmation from the Statutory Auditors to the effect that their appointment, is in accordance with the limits specified under the Act and the firm satisfies the criteria specified in Section 141 of the Act read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014. In accordance with the provisions of the Act, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting.

The Statutory Auditor's report for FY 2022-23 does not contain any qualifications, reservations, adverse remarks or disclaimers, which would be required to be dealt with in the Boards' Report.

22. Secretarial Audit Report

Your Board had appointed M/s. BVR & Associates Company Secretaries LLP (FRN. AAE-7079), a firm of practicing Company Secretaries to carry out Secretarial Audit under the provisions of Section 204 of the Companies Act, 2013 for the financial year 2022-23. The report of the Secretarial Auditor in form MR-3 is annexed to this report as **Annexure II**.

23. Corporate Social Responsibility (CSR) Policy

As per the Companies Act, 2013, companies having net worth of 500 crore or more, or turnover of 1000 crore or more or net profit of 5 crore or more during any financial year are required to constitute a Corporate Social

Responsibility (CSR) Committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such company shall spend at least 2% of the average net profits of the company's three immediately preceding financial years.

None of the above criteria become applicable to your company for the reporting year.

24. Audit Committee

The Audit Committee is constituted with Mr. Ladhu Singh (DIN: 02320113) Non- Executive Independent Director as Chairman, Mrs. Vanshika Rathi (DIN: 07510075) Non- Executive Independent Director and Ms. Vedika Agarwala (DIN: 08448433) Non- Executive Independent Director as members. The committee had convened four meetings during the period under report. The details are given in the Corporate Governance Report, which forms part of this Annual Report.

25. Board Committee

The details of various committees constituted by the Board, including the committees mandated pursuant to the applicable provisions of the Act and SEBI Listing Regulations, are given in the Corporate Governance Report, which forms part of this Annual Report.

26. Statement Indicating the Manner in which Formal Annual Evaluation has been made by the Board of its own Performance, its directors, and that of its committees.

The overall effectiveness of the Board shall be measured on the basis of the ratings obtained by each Director and accordingly the Board shall decide the Appointments, Re-appointments and Removal of the non-performing Directors of the Company. The Board review the various strategies of the Company and accordingly set the performance objectives for directors, consistent with the varying nature and requirements of Company's business. The Board as a whole shall discuss and analyze its own performance during the year together with suggestions for improvement thereon, pursuant to the performance objectives.

Independent Director's Meeting:

The Independent Directors met on 11th January, 2023, without the attendance of the Non-Independent Directors. The Independent Directors reviewed the performance of the Non-Independent Directors, the Committees and the Board as a whole along with the performance of the Chairman of your Company, taking into account the views of Company's Executive Director and Non- Executive Directors and assessed the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

27. Selection of new directors and board membership criteria

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, qualification, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience.

As per the provisions of Section 178(3) of the Companies Act, 2013, the Nomination and Remuneration Committee has formulated a "Policy on Remuneration of Director, Key Managerial Personnel & Senior Employees". The web link is disclosed in **Annexure I** to this report.

28. Familiarization Programme for Independent Directors

The Company proactively keep its Independent Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry. The web link is disclosed in **Annexure I** to this report.

29. Disclosure on Establishment of a Vigil Mechanism

In terms of the provisions of Sec 177(9) & (10) of the Companies Act, 2013 and pursuant to the provisions of Clause 49 of the Listing Agreement, a Vigil Mechanism for Stakeholders, Employees and Directors of the Company has been established by the Company.

30. Corporate Governance

Your company obtained a certificate from Practising Company Secretary regarding compliance with clause 49 of the Listing Agreement and the certificate is annexed with this Board's Report.

This certificate will also be sent to the Stock Exchanges, where the shares of the Company are listed, along with the annual report to be filed by the company.

Declaration by CEO/CFO that the Board Members and Senior Management Personnel have complied with the Code of Conduct, [Clause 49 II E (2) of LA] is annexed and also forming part of this report.

31. Managerial Remuneration

The Remuneration Policy for selection of Directors and determining their independence sets out the guiding principles for the Nomination and Remuneration Committee for identifying the persons who are qualified to become the Directors. Your Company's Remuneration Policy is directed towards rewarding performance based on review of achievements.

None of the employees employed throughout the financial year 2022-23 are in receipt of remuneration of Rupees One Crore and Two lakhs or more in aggregate and none of the employees employed for part of the year are in receipt of Rupees Eight Lakhs and Fifty Thousand per month as specified in Rule 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The statement of Disclosure of Remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") forms part of the Corporate Governance Report and is annexed to this Report as **Annexure IV**.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

2014, is provided in a separate annexure forming part of this report.

Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

32. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Your Company believes in providing a safe and harassment free workplace for every individual working in the company premises through various interventions and practices. The Company endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. In this light, the company has framed a well-defined policy on Prevention of Sexual Harassment for an employee.

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder, your Company has constituted an Internal Complaints Committee (ICC) to consider and resolve any complaints related to sexual harassment.

There were no cases reported in the history of your company till date.

33. Fraud Reporting (Required by Companies Amendment Bill, 2014)

There were no cases of fraud reported to the Audit Committee / Board in the company till date.

34. Cost Auditors.

Your Company does not qualify for the eligibility norms of Companies (Cost Records and audit) Rules, 2014 regarding appointment of Cost Auditor for conducting cost audit. Accordingly, Cost Audit was not conducted for the Financial Year 2022-23. However, the company is maintaining adequate cost records as stated under the said rules.

35. Management Discussion and Analysis Report

As required under Clause 49 of the Listing Agreement with Stock Exchanges, the Management Discussion and Analysis Report is enclosed as a part of this report as **Annexure- III**.

36. Board Policies

The details of various policies approved and adopted by the Board as required under the Act and the SEBI Listing Regulations are provided in **Annexure - I** to this report.

37. Director's Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your Directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the profit/loss of the Company for that period;
- c. the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors have prepared the annual accounts on a going concern basis;
- e. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.
- f. the directors have laid down internal financial controls to be followed by the company

and that such internal financial controls are adequate and are operating effectively.

38. Statutory Disclosures

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Deposit from the public falling within the ambit of Section 73 of the Act and rules made thereof.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. Neither the Managing Director(s) nor the Whole-time Director(s) of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

39. Industrial Relations

The Company maintained healthy, cordial and harmonious industrial relations at all levels. Despite severe competition, the enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry. It has taken various steps to improve productivity across organization.

Your Company continued to receive co-operation and unstinted support from the distributors, retailers, stockiest, suppliers and others associated with the Company as its trading partners. The Directors wish to place on record their appreciation for the same and your Company will continue in its endeavor to build and nurture strong links with trade, based on mutuality, respect and co-operation with each other and consistent with consumer interest.

40. Financial and operational performance

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted

Accounting Principles in India as detailed out in the financial highlights portion of Director's Report.

41. Human Resources / Industrial Relations

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. The Company is giving direct employment to about 137 employees as per the payroll as on 31st March 2023 out of which 58 are permanent staff and 79 are laborers.

42. Appreciation

It is our strong belief that caring for our business constituents has ensured our success in the past and will do so in future. The Board acknowledges with gratitude the co-operation and assistance provided to your company by its bankers, financial institutions, and government as well as non-Government agencies. The Board wishes to place on record its appreciation to the contribution made by employees of the company during the year under review. The Company has achieved impressive growth through the competence, hard work, solidarity, cooperation and support of employees at all levels. Your directors' thanks the customers, clients, vendors and other business associates for their continued support in the Company's growth. The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

For and on behalf of the Board
For **Prima Agro Limited**

Place: Cochin
Date: 29.07.2023

Sd/-
S.K. Gupta
Chairman and
Managing Director
(DIN: 00248760)

Annexure – I-Policies and Web Link

Sl No	Name of Policies	Regulation	Weblink
1	Code of Practices and Procedures for Fair disclosure of unpublished price sensitive information	Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations	https://primaagro.in/policies/docs/code-of-conduct.pdf
2	Terms of Appointment of Independent Directors	Regulation 46 of the SEBI Listing Regulations and Section 149 read with Schedule IV to the Act	https://primaagro.in/policies/docs/Terms-and-conditions-of-Appointment-of-Independent-Directors.pdf
3	Policy on Material Subsidiaries	Regulation 24 of the SEBI Listing Regulations	https://primaagro.in/home/images/Subsidiary-Policy.pdf
4	Website content Archival Policy	SEBI Listing Regulations	https://primaagro.in/policies/docs/Archival-Policy-PAL.pdf
5	Policy on Preservation of Documents	Regulation 9 of the SEBI Listing Regulations	https://primaagro.in/policies/docs/Policy-for-Preservation-of-Documents.pdf
6	Code of Conduct for Board of Directors and Senior Management of the Company	Regulation 17(5) of the SEBI Listing Regulations	https://primaagro.in/policies/docs/Code-of-Conduct-for-Directors-and-Senior-Management.pdf
7	Policy for Determination of Materiality	Regulation 30 of the SEBI Listing Regulations	https://primaagro.in/policies/docs/POLICY-FOR-DETERMINATION-OF-MATERIALITY-PAL.pdf
8	Remuneration Policy	Regulation 19 of the SEBI Listing Regulations read with Part D of Schedule II and Section 178 of the Companies Act, 2013	https://primaagro.in/policies/docs/Remuneration-Policy-Directors.pdf
9	Familiarization Programme	Regulation 25(7) and 46 of the SEBI Listing Regulations	https://primaagro.in/policies/docs/Familiarization-Programme-for-Independent-Directors.pdf
10	Related party Transaction Policy	Regulation 23 of the SEBI Listing Regulations	https://primaagro.in/home/images/Related-Party-Transaction-Policy.pdf
11	Whistle Blower Policy	Regulation 22 of the SEBI Listing Regulations	https://primaagro.in/policies/docs/Whistle-Blower-Policy-PAL.pdf

For and on behalf of the Board
For Prima Agro Limited
Sd/-

S.K. Gupta
Chairman and Managing Director
(DIN:00248760)

Place: Cochin
Date: 29.07.2023

Annexure: II

**Form No: MR 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST
MARCH, 2023**

**[Pursuant to section 204(1) of the
Companies Act, 2013 and
Rule 9 of the Companies (Appointment
and Remuneration of Managerial
Personnel) Rules, 2014]**

**To,
THE MEMBERS,
PRIMA AGRO LIMITED
DOOR NO. V-679/C, INDUSTRIAL
DEVELOPMENT AREA,
MUPPATHADAM, EDAYAR, COCHIN,
KERALA-683110.
CIN: L15331KL1987PLC004833**

We, BVR & Associates Company Secretaries LLP have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PRIMA AGRO LIMITED**[CIN:L15331KL1987PLC004833](hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records produced to us and according to information and explanations given to us by the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31.03.2023 complied with the provisions of the Companies Act, 2013 (Act) and the Rules made there under, the Memorandum and Articles of Association of the Company and also applicable provisions of the aforesaid law, standards, guidelines, agreements, etc.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2023 according to the provisions of:

- 1 The Companies Act, 2013 and the Rules made there under.
- 2 The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under.
- 3 The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- 4 The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - f. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and.
 - g. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- 5 The Listing Agreements entered into by the Company with Bombay Stock Exchange

As informed to us the following other Laws specifically applicable to the Company as under:

1. The Competition Act, 2002.
2. The Kerala Panchayat Raj Act and Kerala Municipalities Act.
3. The Kerala Shops & Establishment Act, 1960
4. Kerala Industrial Establishments (National & Festival Holidays Act) 1958
5. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013.
6. Food Safety And Standards Act, 2006
7. Indian Boilers Act 1923
8. The Water (Prevention and Control of Pollution) Act, 1974.
9. The Air (Prevention & Control of Pollution) Act, 1981
10. The Environment (Protection) Act, 1986.
11. The Legal Metrology Act.
12. The Standard of Weight & Measures (Enforcement) Act, 1985.

We have also examined compliance with the applicable clauses of the following:

- 1) Secretarial Standards issued by the Institute of Company Secretaries of India, to the extent applicable

We report that, during the year under review:

1. The status of the Company during the financial year has been that of a Listed Public Company.
2. The Company has not been a holding or a subsidiary of another Company. The Company is a Listed Public Company.
3. The Board of Directors of the Company has been duly constituted as on the date of the Report.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, a system exists for seeking and obtaining further information and clarifications on the

agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

4. The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, there being independent and compliance with the code of Business Conduct & Ethics for Directors and Management Personnel.
5. The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings/debenture holdings and directorships in other Companies and interests in other entities.
6. The Company has not advanced loans, given guarantees and provided securities to directors and/or persons or firms or Companies in which directors were interested other than the approved Related Party Transactions.
7. The amount borrowed by the Company from its directors, members, bank(s)/ financial institution(s) and others were within the borrowing limits of the Company. Such borrowings were made by the Company in compliance with applicable laws.
8. The Company has not defaulted in the repayment of unsecured loans, facilities granted by bank(s)/financial institution(s) and non-banking financial companies. The Company has not issued Debentures or collected Public Deposits.
9. The Company has not created or modified or satisfied charges on the assets of the Company and complied with the applicable laws.

10. All registrations under the various state and local laws as applicable to the Company are valid as on the date of report.
11. The Company has not issued and allotted the securities during the period under scrutiny.
12. The Company has not declared and paid dividends to its shareholders during the period under scrutiny.
13. The Company has;
 - a. no unpaid dividends,
 - b. not issued debentures and
 - c. not accepted fixed deposits

Hence there is no need for transferring amount to the Investor Education and Protection Fund during the period under scrutiny.

14. As informed by the Management, the Company has paid all its Statutory dues and satisfactory arrangements have been made for arrears of any such dues.
15. The Company being a listed entity has complied with the provisions of the Listing Agreement, other than the observations mentioned in this report.
16. The Company being a listed company has complied Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Also, Section 138 of the Act read with the Companies (Accounts) Rules, 2014.
17. As per the information from the management, the Company has updated the statutory register.
18. The Company has provided a list of statutes in addition to the laws as mentioned above and it has been observed that there are proper systems in place to ensure compliance of all laws applicable to the company.

We further report that:

1. The Company has complied with the provisions of Corporate Governance Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs, Government of India;
2. The Company has followed the Secretarial Standards issued by the Institute of Company Secretaries of India to the extent applicable.
3. The Company has complied with the provisions of Equity listing Agreements and SEBI (Listing Obligations and Disclosure Requirements) entered into with Bombay Stock Exchange. *However it is noted that the Company has received a E mail on 22nd June 2022 showing Non-compliance with the requirement pertaining to the submission of Consolidated Financial Results with Regulation 33 of SEBI (LODR) Regulations 2015 for the quarter ended September 30, 2021. The Company submitted the Consolidated Financial Results and also paid the fine for noncompliance amounting to Rs.41300/- on 29th June 2022. And also the Company received another mail on 20th February 2023 regarding discrepancy in Consolidated Financial Results for the quarter ended 31st December 2022. 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 Subsidiary Company for which Consolidation of Financial Statements is required .Being not a Parent Company the Company is exempted from filing the Consolidated Financial Results. The Company has taken up the matter and yet to receive a reply from Listing Compliance Department, BSE Limited.*

The Company has also received a notice on October 21st 2022 for non 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.

The Company has received another notice on Non disclosure of dividend distribution policy in the Annual Report and on the Websites of the entity under the Regulation 43A of SEBI (LODR) Regulations 2015 for the year ended March 2022. This provision is not applicable to the Company.

4. The Provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, has not applicable to the company during period under scrutiny.
5. The Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 including the provisions with regard to disclosures; and the Company is in the process of preparing the required documents and records as per the rules and regulations as certified by the management.
6. The provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable for the Company during the period under scrutiny.
7. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with regard to grant of Stock Options and implementation of the Schemes are not applicable for the Company during the period under scrutiny.
8. The provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable for the Company during the period under scrutiny.
9. The Company has complied with the provisions of 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;
10. The provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 are not applicable for the Company during the period under scrutiny.
11. The provisions of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 with regard to buy back of Equity shares are not applicable for the Company during the period under scrutiny.
12. The Company has provided E-voting facility to the members and the Company has entered in to tri-party agreement between RTA and NSDL as certified by the management.
13. The Company had complied with the Provisions of The Competition Act, 2002 with regard to prohibition of anti-competitive agreements, abuse of dominance and ensuring of competition advocacy. As per the verification, the Company is ensuring fair competition in the market among its competitors.

We Further Report That:

The compliance with regard to the following Acts is pointed out below:

1. The Competition Act, 2002:- Overall Compliance under the Act complied by the Company.
2. The Kerala Panchayat Raj Act and Kerala Municipalities Act:- The Company has complied with the provisions of the Act.
3. The Kerala Shops & Establishment Act, 1960:- Overall Compliance

under the Act complied by the Company.

4. Kerala Industrial Establishments (National & Festival Holidays Act) 1958:- The Company has complied with the provisions of the Act.
5. Sexual Harassment of Women at the work place (prevention, prohibition and redressal) Act, 2013:- Overall Compliance under the Act complied by the Company.
6. Food safety and Standards Act, 2006:- The Company has complied with the provisions of the Act.
7. Indian Boilers Act 1923:- The Company has complied with the provisions of the Act.
8. The Water (Prevention and Control of Pollution) Act, 1974:- The Company has obtained necessary license under the Act.
9. The Air (Prevention & Control of Pollution) Act, 1981:- The Company has obtained necessary license under the Act.
10. The Environment (Protection) Act, 1986:- The Company has obtained necessary license under the Act.
11. The Legal Metrology Act:- The Company has complied with the provisions of the Act.
12. The Standard of Weight & Measures (Enforcement) Act, 1985:- The Company has complied with the provisions of the Act.

We further report that:

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure -A and forms an integral part of this report.

Place: Cochin

YOGINDUNATH S

Date:30.05.2023

**DESIGNATED
PARTNER**

**BVR AND
ASSOCIATES
COMPANY
SECRETARIES LLP**

**FCS No:7865.
C P No.:9137**

**UDIN: F007865E000419265
Peer Review No: P2010KE020500**

Annexure A'

To,
The Members
PRIMA AGRO LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the

efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Cochin

Date:30.05.2023

YOGINDUNATH S

**DESIGNATED
PARTNER**

**BVR AND
ASSOCIATES
COMPANY
SECRETARIES LLP**

FCS No.7865

C P No.: 9137

UDIN: F007865E000419265

Peer Review No: P2010KE020500

Annexure - III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

About the Company

Prima Agro Limited was incorporated on 20th July 1987 as a private Limited Company under the name of Swati Roller Flour Mills Private Limited. Further on, 23rd June 1992, the legal structure of the Company was changed to public limited company and subsequently the name of the Company was changed to Prima Agro Products Limited. The Company went public in 1993 and its shares are listed on Bombay Stock Exchange Limited (BSE). Later on, 16th November 2000, the name of the Company was change to its present name.

The Company is engaged in manufacturing of ready mixed compound cattle feed in pellet form. It also does contract basis manufacturing as per formulae, specifications, instruction as to the quantity of raw material and to the quality of the finished products given by the customers. The Company caters only to the domestic market. Your Company is now operating on contract manufacturing for KSE Ltd.

The Animal Feed Division has the following product range:

- ✓ Cattle Feed Pellets in 70 kgs
- ✓ Cattle Feed Pellets in 50 kgs

The manufacturing units have capacity to produce animal feeds with an annual production capacity of 180,000 tons of cattle feed. As informed, the current utilization stood at 60%. Your Company controls its activities from its corporate and registered office located at Kochi, Kerala. It also has one manufacturing units located Thiruvananthapuram, Kerala

Supply Information: The Company procures 100.00% of its raw material purchases from the domestic market. Major raw materials are maize, De Oiled Cake (DOC), de-oiled rice bran, rice polish, wheat bran, maize bran etc

Research & Development

Specific areas in which R&D carried out by the Company are - quality up-gradation, productivity enhancement and quality control management. As a result, Company derived benefits in capacity utilization and increase in production.

Future Plan

Your Company is working on increasing its production capacity in Edayar unit by 50 Tons per day. Also, it is looking for extra warehousing space due to space constraints at Kochuvelli, Trivandrum unit, which is operational at 70% of its total capacity of 6000-6500 tons. The required capex would be funded by internal accruals

Financial Highlights (Statement of Profit and Loss)

Particulars	FY-2022-23 (In millions)	FY-2021-22 (In millions)
Revenue from operation	137.77	163.91
Profit Before Tax	24.88	39.60
Less: Tax expense	6.09	14.12
Net Profit for the Year	18.79	25.48

Development and implementation of a Risk Management Policy

The Board of Directors has adopted a Risk Management Policy which sets out the framework for the management of risks faced by the Company in the conduct of its business to ensure that all business risks are identified, managed and monitored.

Internal Control System and their Adequacy

Your Company is having adequate internal financial controls with reference to the

Financial Statements. Your Company has appointed M/s G. Joseph and Associates as the Internal Auditor for the financial year 2022-2023.

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly. The internal control is exercised through documented policies, guidelines and procedures. This is periodically reviewed by the audit committee to ensure effectiveness of the internal control system. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data, and for maintaining accountability of persons.

Human Resources / Industrial Relations

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel. The Company is giving direct employment to about 137 employees as per the payroll as on 31st March 2023 out of which 58 are permanent staff and 79 are laborers.

Industrial Relations

The Company maintained healthy, cordial and harmonious industrial relations at all levels. Despite severe competition, the enthusiasm and unstinting efforts of the employees have enabled the Company to remain at the forefront of the industry. It has taken various steps to improve productivity across organization.

Your Company continued to receive co-operation and unstinted support from the distributors, retailers, stockiest, suppliers and others associated with the Company as its trading partners. The Directors wish to place on record their appreciation for the same and your Company will continue in its endeavor to build and nurture strong links with trade, based on mutuality, respect and co-operation with each other and consistent with consumer interest.

By order of the Board
For **Prima Agro Limited**

Place: Cochin

Date : 29.07.2023

Sd/-

S.K. Gupta
Chairman and Managing
Director
(DIN: 00248760)

Annexure - IV

Information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year 2022-23:

Sl No	Name of the Director	Designation	Ratio
1	Mr. S.K. Gupta DIN: 00248760	Chairman and Managing Director	22.85
2	Mrs. Swati Gupta	Chief Finance Officer and Non- Executive Director	18.28

(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; There was no increment in the year under report.

(iii) The percentage increase in the median remuneration of employees in the financial year; As there was no increment in the financial year 2022-2023, there was no change.

(iv) The number of permanent employees on the rolls of company; 58 permanent employees are there on the pay roll as on 31.03.2023.

(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; There was no increment in the year under report.

It is hereby affirmed that the remuneration is as per the remuneration policy of the company.

By order of the Board
For **Prima Agro Limited**

Sd/-
S.K. Gupta
Chairman and Managing
Director
(DIN: 00248760)

Place: Cochin
Date: 29.07.2023

ANNEXURE V

Information as required under section 134(3)(m) of the Companies Act, 2013

A. CONSERVATION OF ENERGY

The Company continues its efforts to improve methods for energy conservation and utilization by

(1) More usage of electricity purchased from KSEB.

(2) Improved efficiency of own generation by usage of diesel generator only for emergencies and as stand by.

(3) Intensified vigil on wastage/leakage control.

B. CONSUMPTION PER UNIT OF PRODUCTION

The company manufactures only Animal Feed and power and fuel consumption per unit of production was as follows;

Particulars	For the year 2021-22	For the year 2022-23
Actual Production	126490.25 MT	1,05,680.220 MT
Total Power and Fuel Charges	Rs. 3,08,65,583.52	Rs. 24215560.00
Consumption Per MT	244.01	Rs.229.14

C. TECHNOLOGY ABSORPTION

Disclosure of particulars with respect to technology absorption: -

RESEARCH & DEVELOPMENT

1. Specific areas in which R&D carried out by the company.

- Quality Up gradation
- Productivity enhancement
- Quality Control Management

2. Benefits derived as a result of the above R&D

- Increase in production and capacity utilization.
- Repeat order from customers due to consistency in quality.

3. Future plan of action

- To acquire Cost-efficiency in manufacturing operations through better methods and techniques of production.
- To Increase production Volume and storage facility.
- To develop more automation for loading and unloading.
- To install rain water harvesting well recharge system

4. Expenditure in R&D

Specific expenditure of recurring or capital nature is not involved in Technology absorption, adoption and innovation.

5. Efforts

To develop products of International Quality and Standards and implementation of total Quality Assurance System.

6. Benefits

- Quality of products can be improved and cost of production can be reduced.
- Scoring high points in evaluation by reputed buyers.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

- The Foreign Exchange earned in terms of actual inflows during the year - NIL
- The Foreign Exchange outgo during the year in terms of actual outflows - NIL

By order of the Board
For **Prima Agro Limited**

Place: **Cochin**
Date: **29.07.2023**

Sd/-
S.K. Gupta
Chairman and Managing
Director
(DIN: 00248760)

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED 31st MARCH 2023

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The company aims at not only its own growth but also maximization of benefits to the shareholders, employees, customers, government and also the general public at large. For this purpose the company continuously strives to improve its level of overall efficiency through good corporate governance, which envisages transparency, professionalism and accountability in all its operations. We, Prima Agro Limited, are committed to good corporate governance and its adherence to the best practices of true spirits at all times. Our corporate Governance philosophy rests on five basic tenets viz.,

Board's accountability, value creation, strategic guidance, transparency and equitable treatment to all stakeholders.

2. Board of Directors

As on 31st March, 2023, the Company's Board consists of Six Directors having considerable professional experience in their respective fields. Board consists of one Chairman and Managing Director, Two Non-Executive Directors, and three Independent Directors. The Composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations and as per Companies Act 2013.

Profiles of the Directors are available on the website of the Company at <https://primaagro.in/management-team/>

COMPOSITION AND CATEGORY OF THE BOARD AS ON 31st March, 2023			
Sl No.	Name of Director	Age and Date of Appointment	Category of Directorship
1	Mr. S. K. Gupta DIN:00248760	83 Years 05.12.2012	Chairman & Managing Director
2	Ms. Swati Gupta DIN: 00249036	53 Years 31.03.2015	Non-Executive Woman Director
3	Mr. Kushagra Gupta DIN: 08477477	27 Years 11.02.2022	Non-Executive Director
4	Mr. Ladhu Singh DIN: 02320113	72 Years 28.04.2016	Non-Executive Independent Director
5	Ms. Vanshika Rathi DIN: 07510075	31 Years 28.04.2016	Non-Executive Independent Director
6	Ms. Vedika Agarwala DIN: 08448433	27 Years 31.05.2019	Non-Executive Independent Director

Role of Board of Directors

Your Company's Board of Directors plays primary role in ensuring good governance, smooth functioning of the Company and in the creating of shareholder value. The Board's role, functions, responsibility and accountability are clearly defined. As part of its function, your Board periodically reviews all the relevant information which is required to be placed before it pursuant to Clause 49 of the Listing Agreement and in particular reviews and approves corporate strategies, business plans, annual budgets, projects and capital expenditure. Your Board not only monitors the

Company's overall corporate performance it also set standards of corporate behavior, ensures transparency in corporate dealing and compliance with the laws and regulations.

Board meeting and procedure: The Board Meetings are governed by a structured agenda. The Company Secretary, in consultation with the Chairman and Senior Management, prepares the detailed agenda for the meetings. Where it is not practicable to attached any document to the agenda, the same is tabled before the meeting. Also, to transact some urgent businesses, which may come up after circulation of agenda papers the same is tabled

before the Board. Agenda of the Board Meeting and Notes on Agenda are circulated to the Directors as far as possible well in advance of each Board Meeting. At the Board meeting elaborate presentations are made to the Board.

The members discuss each agenda item freely in detail. Four Board Meetings were held during the year 2022-23 on 30.05.2022, 12.08.2022, 11.11.2022 and 14.02.2023.

Attendance of Directors at the Board and the Annual General Meeting during FY-2022-2023					
Name of Director	01/22-23 30-05-2022	02/22-23 12-08-2022	03/22-23 11-11-2022	04/22-23 14-02-2023	AGM 15-09-2022
Mr. S. K. Gupta	Yes	Yes	Yes	Yes	Yes
Mr. Ladhu Singh	Yes	Yes	Yes	Yes	Yes
Mrs. Swati Gupta	Yes	Yes	Yes	Yes	Yes
Mrs. Vanshika Rathi	Yes	Yes	Yes	Yes	Yes
Ms. Vedika Agarwala	Yes	Yes	Yes	Yes	Yes
Mr. Kushagra Gupta	Yes	Yes	Yes	Yes	Yes

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS:

Sl. No.	Name of Director	Relationship
1	Mr. S. K. Gupta (DIN: 00248760)	Father -in-law of Mrs. Swati Gupta, Director. Grand Father of Mrs. Vanishika Rathi, Director, Ms. Vedika Agarwala, Director and Mr. Kushagra Gupta, Director but not related to them- Refer to the explanation below.
2	Mr. Ladhu Singh (DIN: 02320113)	Not related to any Directors and Key Managerial Personnel.
3	Mrs. Swati Gupta (DIN: 00249036)	Daughter in law of Mr. S.K. Gupta, Chairman and Managing Director and Mother of Mr. Kushagra Gupta, Director. Relative of Mrs. Vanshika Rathi and Ms. Vedika Agarwala but not related to them- Refer to the explanation below.
4	Mrs. Vanshika Rathi (DIN: 07510075)	Sister of Ms. Vedika Agarwala. Grand Daughter of Mr. S.K. Gupta, Chairman and Managing Director and relative of Mrs. Swati Gupta and Mr. Kushagra Gupta but not related to them- Refer to the explanation below.
5	Ms. Vedika Agarwala (DIN: 08448433)	Sister of Mrs. Vanshika Rathi Grand Daughter of Mr. S.K. Gupta, Chairman and Managing Director and relative of Mrs. Swati Gupta and Mr. Kushagra Gupta but not related to them- Refer to the explanation below.
6	Mr. Kushagra Gupta (DIN: 08477477)	Son of Mrs. Swati Gupta Grandson of Mr. S.K. Gupta, Chairman and Managing Director and relative of Mrs. Vanshika Rathi and Ms. Vedika Agarwala but not related to them- Refer to the explanation below.

******* Explanation:** Except for the relationship between Mr. SK Gupta and Mrs. Swati Gupta, Mrs. Swati Gupta and Mr. Kushagra Gupta and Mrs. Vanshika Rathi and Ms. Vedika Agarwala there is no inter se relationship between the Directors and the Key Managerial Personnel falling within the meaning of "Relative" as defined under section 2(77) of the Companies Act, 2013. Hence, the relationship between Mr. SK Gupta with his grandchildren and the relationship between Mrs. Swati Gupta and her nieces Mrs. Vanshika Rathi and Ms. Vedika Agarwala and relationship between

cousins being relatives otherwise, is not considered as related as they are not related as per the definition of "Relatives" pursuant to Companies Act, 2013.

NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON- EXECUTIVE DIRECTORS:

Sl. No.	Name of Director	Number of Shares held
1	Mrs. Swati Gupta	323125
2	Mr. Kushagra Gupta	201304
3	Mr. Ladhu Singh	NIL
4	Mrs. Vanshika Rathi	NIL
5.	Ms. Vedika Agarwala	NIL

Details of Directorships and Committee Membership held by the directors in other listed entities as on March 31, 2023 are given in the table below:

Name of Directors	Category of Directorship in other entities	Name of Committee	Name of Listed Entity/ Public Limited Company
Mr. S. K. Gupta (DIN: 00248760)	Chairman and Managing Director- Executive Director	NIL	Prima Industries Limited
	Executive Director	NIL	Ayyappa Roller Flour Mills Limited
	Non- Executive Director	NIL	Prima Credits Limited
	Non- Executive Director	NIL	PAPL Exim India Limited
Mr. Ladhu Singh (DIN: 02320113)	Whole Time- Director- Executive Director	Not a member or Chairman of Audit Committee and Stakeholders Relationship Committee	Prima Industries Limited
Mrs. Swati Gupta (DIN: 00249036)	Non- Executive Director	Member of Audit Committee and Chairman of Stakeholders Relationship Committee	Prima Industries Limited
	Non- Executive Director	NIL	Ayyappa Roller Flour Mills Limited
	Non- Executive Director	NIL	Prima Credits Limited
	Non- Executive Director	NIL	PAPL Exim India Limited
Mrs. Vanshika Rathi (DIN: 07510075)	Non- Executive Independent Director	Chairman of Audit Committee and Member of Stakeholders Relationship Committee.	Prima Industries Limited

Ms. Vedika Agarwala (DIN: 08448433)	Non-Executive Independent Director	Member of Audit and Stakeholders Relationship Committee	Prima Industries Limited
Mr. Kushagra Gupta (DIN: 08477477)	Chief Finance Officer	NIL	Prima Industries Limited
	Additional Director	NIL	Prima Credits Limited and PAPL Exim India Limited

Notes:

- Excluding private limited companies, which are not the subsidiaries of public limited companies, Section 8 companies and alternate directorships.
- Includes only audit committee and stakeholders' relationship committee.

Name, Designation & DIN of Director	Age & Date of Appointment	Category of Directorship in Prima Agro Limited	No. of other Directorships ¹ Held (other than Prima Agro Limited)	Details of Committee ² (other than Prima Agro Limited) in which Chairman/ Member	
				Chairman	Member
Mr. S.K Gupta DIN:00248760	83 years 05.12.2012	Chairman and Managing Director - Executive Director	4	0	0
Mrs. Swati Gupta DIN:00249036	53 years 31.03.2015	Non-Executive - Non-Independent Director	4	1	2
Mr. Kushagra Gupta DIN: 08477477	27 years 11.02.2022	Non-Executive - Non-Independent Director	2	0	0
Mr. Ladhu Singh DIN:02320113	72 years 28.04.2016	Non-Executive - Independent Director	1	0	0
Mrs. Vanshika Rathi DIN:07510075	31 years 14.02.2019	Non-Executive - Independent Director	1	1	2
Ms. Vedika Agarwala DIN:08448433	27 years 31.05.2019	Non-Executive - Independent Director	1	0	2

Notes:

1. Excluding private limited companies, which are not the subsidiaries of public limited companies, Section 8 companies and alternate directorships
2. Includes only audit committee and stakeholders' relationship committee

3. OTHER COMMITTEES AT BOARD LEVEL

(A) Independent Audit Committee

The Audit Committee at the Board level of your Company acts as a link between the Independent Auditors, the Management and the Board of Directors. The Audit committee interacts with the Independent Auditors, Secretarial Auditors and Internal Auditors and reviews and recommends their appointment and remuneration. The Audit Committee is provided with all necessary assistance and information for enabling them to carry out its function effectively.

In general, the Audit Committee reviews the Audit and internal control procedures, accounting policies and the Company's financial reporting process and ensure that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by SEBI, Stock Exchanges and/or under the Companies Act, 2013. Further your Audit Committee also reviews the following information mandatorily:

1. Management discussion and analysis of financial conditions and results of operations;
2. Statement of significant related party transactions submitted by the management;
3. Management letters/letters of internal control weaknesses if any issued by the statutory auditors;
4. Internal Audit Report relating to internal control weaknesses, if any and implementation of action points arising there from and
5. The appointment, removal and terms of remuneration of the Internal Auditors.
6. Quarterly and annual financial statements and
7. Risk assessment and minimization procedures

The Audit Committee comprises of, Mr. Ladhu Singh (DIN: 02320113), Non-Executive Independent Director, Mrs. Vanshika Rathi (DIN: 07510075), Non-

Executive Independent Director and Ms. Vedika Agarwala (DIN: 08448433) Non-Executive Independent Director. All are Independent Directors of the Company and are financially literate and having accounting and related Administrative and Financial Management Expertise. The Chief finance Officer also attends the meetings of Audit Committee. Mr. V R Sadasivan Pillai, Company Secretary acts as the Secretary to the Audit Committee. The Chairman of the Audit Committee is Mr. Ladhu Singh.

During the year under review the Audit Committee met four times on 30.05.2022, 12.08.2022, 11.11.2022 & 14.02.2023. All the Committee members were present on all meetings.

(B) Stakeholders Relationship Committee

In compliance with the provisions of Listing agreement and Section 178 of Companies Act, 2013, Stakeholders Relationship Committee of the Board looks into various issues relating to shareholders/investors including transfer and transmission of shares held by shareholders in physical format as well as in demat form and tracks investor complaints and suggest measures for improvement from time to time.

The Committee comprises of Mrs. Swati Gupta (DIN: 00249036), Non- Executive Director-Chairperson, Mrs. Vanshika Rathi (DIN: 07510075), Non- Executive Independent Director and Ms. Vedika Agarwala (DIN: 08448433) Non- Executive Independent Director are members. During the year under review the committee met nine times on 26.04.2022, 23.05.2022, 31.05.2022, 05.09.2022, 15.09.2022, 15.12.2022, 17.01.2023, 20.01.2023 and 10.03.2023 to deal with various matters referred above. Mr. V R Sadasivan Pillai, Company Secretary, being Compliance Officer acts as Secretary to the Committee to discharge the function of the Committee and to place a report at each Board meeting on matters dealt by the committee each quarter. All the Committee members were present on all meetings.

As on 31st March, 2023 no complaints remained unattended/pending more than thirty days. The company has no share transfers/transmission pending as on 31st March, 2023.

(C) Corporate Social Responsibility Committee (CSR Committee)

Even though the CSR provisions are not applicable as per Section 135 of the Companies Act, 2013, the Company had voluntarily constituted a sub-committee of the Board called CSR Committee considering the sustainable development by delivering economic, social and environmental benefits for all stakeholders. The CSR Committee of your Company comprises of Mrs. Vanshika Rathi (DIN: 07510075) Non- Executive Independent Director- Chairperson, Mr. Ladhu Singh (DIN: 02320113), Non- Executive Independent Director and Mrs. Swati Gupta (DIN: 00249036), Non- Executive Director as members. The CSR provisions being not applicable, there was no meeting conducted during the year under review.

(D) Nomination and Remuneration Committee

In compliance of Section 178 of Companies Act, 2013 your Board has constituted the Nomination and Remuneration Committee which comprises of Mr. Ladhu Singh (DIN: 02320113), Non- Executive Independent Director - Chairperson, and Mrs. Vanshika Rathi (DIN: 07510075) Non- Executive Independent Director and Ms. Vedika Agarwala (DIN: 08448433) Non- Executive Independent Director as Members.

The terms of reference of the committee inter alia include:

Succession planning for Board of Directors and Senior Management Employees, Identifying and selection of candidates for appointment of Directors/Independent Directors based on certain laid down criteria's, Identifying potential individuals for appointment of Key Managerial personnel and other senior managerial position. Review the performance of the

Board of Directors and Senior Management personnel including Key Managerial Personnel based on certain criteria approved by the Board. While reviewing the performance, the committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talents, remuneration commensurate with the performance of individual and group and also maintains a balance between fixed and incentive pay reflecting both short- term and long-term objectives of the company.

During the year, the Committee met once on 11.01.2023. All the Committee members were present at the meeting.

Mr. V R Sadasivan Pillai, Company Secretary and Compliance Officer acts as Secretary to the Committee to discharge the function of the Committee and to place a report at each Board meeting on matters dealt by the committee each quarter.

(E) Risk Management Committee

Evaluation of Business Risk and managing the risk has always been an ongoing process in your Company. The Company has set up a risk management framework to identify, monitor and minimize risk and also to identify business opportunities.

The Audit Committee also functions as the Risk Management Committee.

Since the provisions of Regulation 21 is not applicable, no separate meetings were conducted during the period 2022-2023.

Name and Designation of the Compliance Officer(s):

Mr. V.R. Sadasivan Pillai, General Manager- Finance and Company Secretary has taken over as Compliance Officer w.e.f 31.01.2011. He has been appointed under Section 203 of the Companies Act, 2013 as a Key Managerial Personnel and Compliance officer. He takes care of all legal compliance of the company from time to time.

4. General Body Meetings

The Annual General Meetings for the last three years were held as follows:

Year	Location	Date	Time	No. of special resolutions passed
2019-20	Door No,V/679-C,IDA, Muppathadam P.O. Edayar	28-09-20	11 AM	2
2020-21	Door No,V/679-C,IDA, Muppathadam P.O. Edayar through Video conferencing	27-09-21	1.00 PM	4
2021-22	Door No,V/679-C,IDA, Muppathadam P.O. Edayar through Video conferencing	15-09-22	11 AM	3

Whether any Special Resolution passed in the previous 3 AGMs :- Yes

Whether special resolutions were passed through postal ballots :- No

Are votes proposed to be conducted through postal ballots this year :-No

Voting results of the last Annual General Meeting is available on the website of the Company at www.primaagro.in

5. The company complies with the following requirements:

(a) Whistle Blower Policy

The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons.

The reports received from any employee will be reviewed by the audit committee. It is affirmed that no person has been denied access to the audit committee in this respect.

The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

The weblink of the policy is available under the list of policies disclosed as **Annexure 1** to the Boards Report.

(b) Risk Management

Your Company has a comprehensive risk management policy. Your Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls the risks through properly defined framework.

The Audit Committee has been designated by the Board for reviewing the adequacy of the risk management framework of the Company, the key risks associated with the businesses of the Company and the measures are taken in place to minimize the same and thereafter the details are presented to and discussed at the Board meeting. The risk management issues are discussed in the Management Discussion and Analysis Report.

6. Means of Communication

Quarterly results:

The quarterly results of the company are published in Janayugam, Malayalam daily and in Financial Express, English Daily and are notified to the Stock Exchanges as required under the Listing Regulations and posted on Companies website: www.primaagro.in.

7. REMUNERATION OF DIRECTORS

All decisions relating to the remuneration of the Non- Executive / Executive Directors were taken by the Board of Directors of the Company and on the recommendations from

the Nomination and Remuneration Committee and the Audit Committee and in accordance with the Share holders' approval wherever necessary.

Details for remuneration paid / to be paid to the Directors for the year under review are as under:

Particulars	S K Gupta MD	Swati Gupta Director and CFO
Salary, benefits, bonus etc paid during the year	Rs. 3,75,000/- per month Less TDS Rs. 2,55,000/- Net Salary Rs. 1,20,000 per month	Rs. 3,00,000/- per month Less TDS Rs. 1,96,600/- Net salary Rs. 1,03,400/- per month
Commission due/paid/payable	Nil	Nil
Sitting fees (for Board and its committee)	Nil	Nil

The Company has not paid any remuneration such as salary, benefits, bonuses, stock options, pension, performance linked incentives etc. to other directors and there is no other pecuniary relationship or transactions between the Company and the non-executive directors, other than the related party transactions as reported in the notes to the financial statements.

The details of remuneration/sitting fee paid to Directors and Key Managerial Personnel during the financial year are as given in the Annual Return available at www.primaagro.in.

Remuneration Policy:

The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis. The Company endeavors to attract, retain, develop and motivate high-caliber executives and to incentivize them to develop and implement the Company's Strategy,

thereby enhancing the business value and maintain a high-performance workforce. The policy ensures that the level and composition of remuneration of the Directors and management is optimum.

The web link of the Remuneration Policy is disclosed under **Annexure I** to the Directors Report.

8. GENERAL SHAREHOLDER INFORMATION:

(a) Annual General Meeting:

Day, Date and Time: Friday, 15th September 2023, at 11:00 AM

Venue: Door No,V/679-C,IDA,Muppathadam P.O. Edayar, Cochin- 683 110

Financial Year: 1st April 2022 to 31st March 2023

Annual Book Closure: 09th September 2023 to 15th September 2023 (Both days inclusive)

Dividend recommended for the year: NIL

Listing on stock exchange : Bombay Stock Exchange

Stock Code: BOMBAY: 519262

(b) Share transfer mechanism:

SEBI, vide its notification dated 8 June 2018, amended the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective from 1 April 2019. Accordingly, requests for effecting the transfer of physical securities shall not be processed unless the securities are held in a dematerialised form with the depository with effect from 1 April 2019. Therefore, the Registrar and Share Transfer Agent and the Company has not been accepting any request for the transfer of securities in physical form from 1 April 2019.

Pursuant to SEBI Circular dated January 25, 2022, the listed companies shall issue the securities in dematerialized form only, for processing any service requests from shareholders viz., issue of duplicate share certificates, endorsement, transmission, transposition, etc. After processing the

service request, a letter of confirmation will be issued to the shareholders and shall be valid for a period of 120 days, within which the shareholder shall make a request to the Depository Participant for dematerializing those shares. If the shareholders fail to submit the dematerialisation request within 120 days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Shareholders can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

(c) Applicability of Business Responsibility Reports:

SEBI, vide amendment dated December 22, 2015 to Regulation 34 (2) (f) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, has extended the applicability of Business Responsibility Reports to top five hundred listed companies only based on market capitalization as on

March 31, of every year. This is not applicable to your Company and therefore the said Business Responsibility Report is not included.

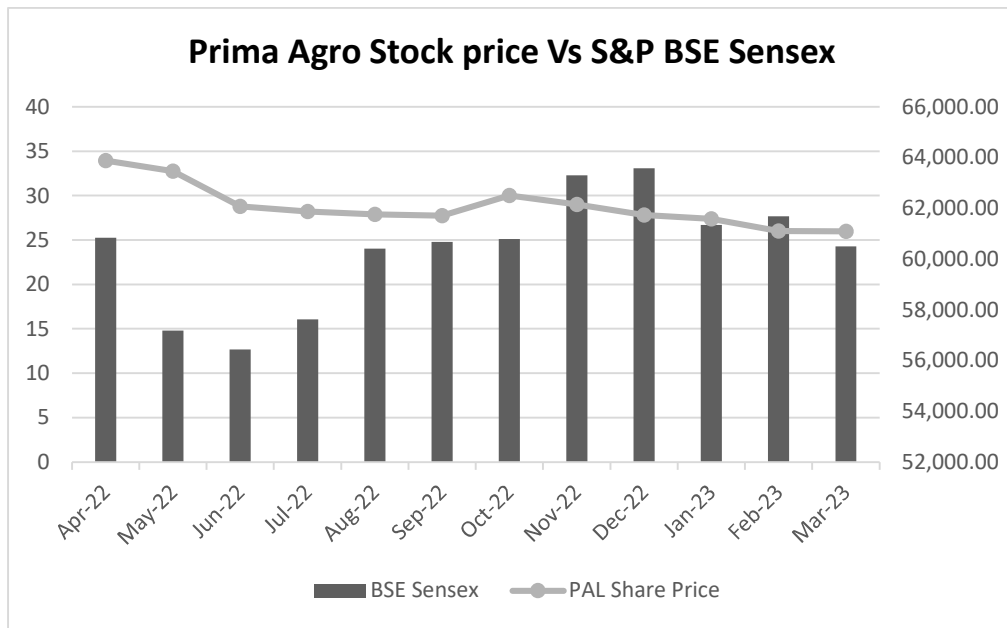
(d) Dematerialisation of shares and liquidity:

The Company has arranged agreements with National Securities Depositories Limited (NSDL) and Central Depository Services Limited (CDSL) for Dematerialisation of shares through Venture Capital and Corporate Investments Pvt. Ltd. The Company's shares are regularly traded on the Bombay Stock Exchange Limited in electronic form. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company Shares is INE297D01018. As on 31.03.2023, 58.67% of shares were held in dematerialized form and 41.33% of shares were held physically.

(e) Market Price Data (Face value of Re 10) (BSE): High, Low and Total No of shares dealt during the Year 2022-23:

Year & Month 2022-23	High Price (Rs)	Low Price (Rs)	Total No of shares dealt
April	33.95	25.55	38,787
May	32.75	27.05	22,711
June	28.80	23.40	20,663
July	28.20	24.30	19,013
August	27.90	23.85	39,839
September	27.75	24.15	40,977
October	30.00	25.20	31,153
November	29.00	24.15	23,643
December	27.80	23.60	25,152
January	27.40	23.70	33,399
February	26.00	21.60	29,627
March	25.99	20.76	61,367

(f) Performance in comparison to broad-based indices:



(g) Distribution of shareholding as on 31st March 2023

Nominal Value	Shareholders		Amount	
	Number	% to Total	Amount (in Rs.)	% to Total
Upto - 500	11935	93.15	17701400	34.07
501 - 1000	547	4.27	4494060	8.65
1001 - 2000	195	1.52	2842970	5.47
2001 - 3000	48	0.37	1226320	2.36
3001 - 4000	24	0.19	844280	1.63
4001 - 5000	22	0.17	1001090	1.93
5001 - 10000	25	0.20	1727770	3.33
10001 and above	17	0.13	22111110	42.56
Total	12813	100	51949000	100

Shareholding Pattern as on 31st March, 2023:

Category Code	Category Shareholder	No. of shareholders	Total No. of shares	No. of shares held dematerialized form	Percentage to total shares
(A)	Promoter and Promoter Group				
(1)	Indian				
(a)	Individuals/Hindu Undivided Family	7	1005783	1005083	19.36

(b)	Bodies Corporate	4	1079105	1079105	20.77
	Sub-Total (A) (1)	11	2084888	2084188	40.13
(2)	Foreign				
	Bodies Corporate	0	0	0	0
	Sub-Total (A) (2)	0	0	0	0
	Total shareholding of Promoter and Promoter Group A=(A)(1)+(A)(2)	11	2084888	2084188	40.13
	Public Shareholding				
(1)	Institutions				
(a)	Mutual Funds	0	0	0	0
(b)	Foreign Institutional Investors	0	0	0	0
	Sub-Total (B)(1)	0	0	0	0
(2)	Non-Institutions				
	Bodies Corporate	34	57773	54273	1.11
(b)	Individuals				
	i.Individual Shareholders holding nominal share capital upto Rs. 2 Lakh	12729	2970081	804381	57.17
	ii.Individual Shareholders holding nominal share capital in excess of Rs.2 Lakh	2	63410	63410	1.22
(c)	Corporate	0	0	0	0
(d)	Clearing Member	1	6838	6838	0.13
(e)	Trust	1	1000	1000	0.02
(f)	Non Resident Individuals	35	10910	10910	0.21
	Sub-Total (B) (2)	12802	3110012	940812	59.86
	Total Public Shareholding B=(B)(1)+(B)(2)	12802	3110012	940812	59.86
	Total (A)+(B)	12813	5194900	3025000	100

(h) Outstanding GDR/ADR/Warrants or any convertible instruments, conversion instruments, conversion date and impact on equity: Company does not have any outstanding GDR/ADR/Warrants or any convertible instruments, conversion instruments,

(i) Address for correspondence:

The Company Secretary
Prima Agro Limited
(CIN: L15331KL1987PLC004833)
Door No.V/679-C, Industrial Development Area Muppathadam .P.O., Edayar, Cochin - 683 110 Ph: 0484-2551533/2551534
Email: primaedayar@gmail.com

(j) Registrar and Share Transfer Agents:

Venture Capital and Corporate Investments Private Limited (Category- I Registrars)
“AURUM”, 4th & 5th Floors, Plot No.57, Jayabheri Enclave Phase - II, Gachibowli, Hyderabad - 500 032
Ph :040-23818475, Fax: 040-23868024
Email: investor.relations@vccipl.com
Email: info@vccilindia.com

9. OTHER DISCLOSURES

i.Related Party Transactions - All transactions with related parties were in

the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company. The details of related party transactions are disclosed in Note No. 38 attached to and forming part of the financial statements.

ii. Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years: -

During the financial year under review i.e., 2022-2023: The details of non-compliance and the fine paid are detailed out in the Secretarial Audit Report (form MR-3) forming part of the Directors Report waived the fine.

During the Financial year 2020-2021:

Your Company had received a penalty notice dated 18th January 2021 showing non-compliance with the requirement pertaining to the submission of Related Party Transactions on consolidated basis under Regulation 23(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended on 30th September, 2020.

However, your Company had paid the requisite penalty and submitted the related party transaction details therewith on 20th January 2021.

During the Financial year 2019-2020:

There were no such penalties/strictures imposed on the Company by the Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other Statutory Authority on any matter relating to capital markets.

iii. Compliance with Accounting Standards- In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

and the same is quoted in the Directors Report with the Management Response in point number 13.

During the Financial year 2021-2022: The company had received a notice dated 19th November 2021 showing Non-Compliance with the requirement pertaining to the submission of Consolidated Financial Results for the quarter ended September 30, 2021.

On receipt of the notice, your Company had submitted the Consolidated Financial Results on 22nd November, 2021. However, in continuation to the Non-Compliance notice, Company had received another notice dated 14.12.2021 showing late compliance with fine but as per Companies request dated 15th December 2021, BSE has

iv. Total fees for all services paid to the Statutory Auditor amounts to Rs. 2,25,000/- of which Rs. 75,000 pertains to Statutory Audit and Rs. 1,50,000 pertains to Taxation Matters.

v. In order to regulate trading in securities by the Directors and Designated Persons, the Company has adopted a Code of Conduct for Prohibition of Insider Trading (Code). The Code also covers the policy and procedures for inquiry in case of a leak of Unpublished Price Sensitive Information (UPSI) or suspected leak of UPSI.

vi. Commodity price risk or foreign exchange risk and hedging activities: The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given.

vii. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2018: The details have been disclosed in the Directors Report forming part of the Annual Report.

viii. The company has also ensured the implementation of non-mandatory items specified in sub regulation 1 of Regulation 27 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations 2015 as specified in Part E of Schedule II as follows:

- a) The Board –The Company has a Chairman cum Managing Director who is entitled to maintain Chairpersons Office.
- b) Shareholder Rights – Half yearly and other quarterly financial statements are published in newspapers and uploaded on Company’s website www.primaagro.in. The same are also available on the website of stock exchange where the equity shares of the Company are listed i.e., www.bseindia.com.
- c) Reporting of Internal Auditor- The Internal Auditor reports directly to the Audit Committee.
- ix. None of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. A certificate from a company secretary in practice certifies the same is annexed to Corporate Governance Report as **Annexure A**.
- x. Code of Conduct - All members of the board, the Executive officers and the senior officers have affirmed compliance to the code as on 31st March 2023. A declaration to this effect, signed by the Chairman and Managing Director is appended at **Annexure B** to this report.
- xi. Compliance Certificate- The Company has complied with all the mandatory corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. Your Company has obtained a certificate as required by Schedule V of the listing regulation from M/s BVR & Associates Company Secretaries LLP, Practicing Company Secretaries affirming the Compliances and is annexed to this Corporate Governance Report as **Annexure C**.

xii. **CEO/CFO Certificate:** The Chief Executive Officer (CEO) and the Chief Financial Officer (CFO) certificate for the year ended 31st March, 2023 in compliance with the provisions of Regulation 17(8) of the SEBI Listing Regulations is annexed to this report as **Annexure D**.

By order of the Board
For **Prima Agro Limited**

Sd/-

Place: Cochin
Date: 29.07.2023

S.K. Gupta
Chairman and
Managing Director
(DIN: 00248760)

ANNEXURE A

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To the Members
PRIMA AGRO LIMITED
DOOR NO. V-679/C, INDUSTRIAL
DEVELOPMENT AREA
MUPPATHADAM, EDAYAR
COCHIN -683110
CIN: L15331KL1987PLC004833

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Prima Agro Limited (hereinafter referred to as ‘the Company’), for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby

certify that none of the Directors on the Board of the Company for the financial year ending 31st March, 2023, have been debarred or disqualified from being appointed or continuing as Director(s) of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our test check basis verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ernakulam

Date: 14.08.2023

Sd/-

CS N Balasubramanian

Designated Partner

BVR and Associates Company Secretaries

LLP

FCS No. F6439

C P No.: 4996

UDIN: F006439E000799825

Peer Review No: P2010KE020500

ANNEXURE B

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

I hereby declare that all the Board members and senior management personnel have affirmed compliance with Prima Agro Limited code of conduct for the year ended 31st March 2023.

For and on behalf of the Board of Directors
For **Prima Agro Limited**

Place: Cochin

Date: 30.05.2023

Sd/-

S K Gupta

Chairman and Managing

Director

(DIN:00248760)

ANNEXURE C

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) and Schedule V (E) of the SEBI (LODR) Regulations, 2015

To the Members

PRIMA AGRO LIMITED

DOOR NO. V- 679 / C, INDUSTRIAL DEVELOPMENT AREA

MUPPATHADAM, EDAYAR

COCHIN -683110

CIN: L15331KL1987PLC004833

We have examined the compliance of conditions of Corporate Governance by Prima Agro Limited for the year ended 31st March, 2023 as stipulated in Regulation 34 (3) read with Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the management, we certify that the Company to the extent applicable, has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the

management has conducted the affairs of the Company.

Sd/-
CS N Balasubramanian
Designated Partner
BVR and Associates Company
Secretaries LLP
FCS No. F6439
C P No.: 4996
UDIN: F006439E000799935
Peer Review No: P2010KE020500

Place: Ernakulam
Date:14.08.2023

ANNEXURE D
CHIEF EXECUTIVE OFFICER (CEO) AND
CHIEF FINANCIAL OFFICER (CFO)
CERTIFICATION

We, S.K.Gupta, Chairman cum Managing Director and Swati Gupta, Director & CFO of Prima Agro Limited, to the best of our knowledge and belief, certify that:

We have reviewed the financial statements and the cash flow statement for the year under review and to the best of our knowledge and belief:

- these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;

- these statements together present a true and fair view of the company's affair and are in compliance with existing accounting standards, applicable laws and regulations.

-To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.

We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and disclosed to the auditors and audit committee, the deficiencies in the design and operation of such internal

controls and the steps taken to rectify these deficiencies.

We have indicated to the auditors and the audit committee that:

- there are no significant changes in internal control over financial reporting during the year.

- there are no significant changes in accounting policies during the year.

- there are no frauds of which we are aware, that involves management or other employees who have a significant role in the company's internal control system over financial reporting.

For Prima Agro Limited

Sd/-
S.K.Gupta
Chairman and Managing Director
DIN: 00248760

Sd/-
Swati Gupta
Director and CFO

Place: Kochi
Date: 30.05.2023

INDEPENDENT AUDITOR'S REPORT

TO

THE MEMBERS
PRIMA AGRO LTD
KOCHI

Report on the Audit of the Standalone Financial Statement

Opinion

We have audited the accompanying Standalone financial statements of PRIMA AGRO LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (here in after referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone financial statements under the

provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Emphasis of matter paragraph

- We draw your attention to Note-14 of the financial statements, which states that total outstanding dues of micro, small and medium enterprises and total outstanding dues of trade payables other than micro, small and medium enterprises are not separately disclosed since no intimations has been received from the vendors in this regard
- We draw your attention to Note-12 and Note-21 of financial statements and "Key accounting judgments, Estimates and assumptions" in Significant accounting policies & Notes forming part of accounts, which states that computation as per Ind AS 19 "Employee Benefits" has not been applied for accounting for gratuity and Ex-gratia. However, the provision for gratuity has been made and accounted for the year on the basis of the service tenure of the employees
- We draw your attention to Note-11(b) of financial statements and Note-24(2.3) (e) in Significant accounting policies & Notes forming part of accounts, which states that the preference shares are not measured at amortized cost as required by Ind AS 109 and financial liability with respect to cumulative preference dividend is not recognized in the financial statements. The financial impact of the same has not been quantified

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the Standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have

determined that there are no key audit matters to communicate in our report.

Other Information

The Companies Management and Board of Directors are responsible for the other information. The other Information comprises the information included in the company's annual report, but does not include the Standalone financial statements and our auditor's report thereon.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting

process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates

and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related

safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Standalone balance sheet, the Standalone statement of profit and loss (including other comprehensive income), the Standalone statement of changes in equity and the Standalone statement of cash flows dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Standalone financial statements comply with the Ind AS specified under Section 133 of the Act; except to the extent stated in the Emphasis of

matter paragraph

- e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act; and
 - f) With respect to the adequacy of the internal financial controls with reference to Standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its Standalone financial statements – Refer Note 34 to the Standalone financial statements;
 - ii. The Company did not have any long-term contracts for which there were any material foreseeable losses. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on the audit procedures considered reasonable and appropriate in the circumstances, nothing has come to the notice that has caused to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The company has not declared or paid any dividend during the year.
4. With respect to the matter to be included

in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

For **G R A N D M A R K & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 011317N

CA. BIBIN SAJAN FCA
MembershNo: 228064
PARTNER
Place: Cochin
Date : 30/05/2023

**ANNEXURE "A" TO THE
INDEPENDENT AUDITOR'S
REPORT**

(Referred to in paragraph 1 of Independent Auditor's Report of even date to the members of Prima Agro Limited on the financial statements of the company for the year ended 31st March, 2022)

In terms of Companies (Auditor's Report) Order 2020, issued by the Central Government of India, in terms of section 143(11) of The Companies Act, 2013, we further report, on the matters specified in paragraph 3 and 4 of the said Order, that:-

1. In respect of fixed assets:

- a.
 - i. The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant & Equipment on the basis of available information.
 - ii. The company does not own any intangible assets.

b. As explained to us, the Property, Plant & Equipment have not been physically verified by the management during the year but there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.

c. As per the information and explanations provided to us, title deeds of immovable properties are in the name of the Company as at Balance Sheet date.

d. As per the information and explanation given to us, the company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year.

e. In our opinion and as per the information and explanation provided to us, no proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

2.

i. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals. In our opinion, the coverage and procedure by the management is appropriate. The aggregate of discrepancies of 10% or more in each class of inventory noticed have been properly dealt with in the books of account, if any.

ii. The Company has not availed any working capital facilities in excess of 5 crores; hence quarterly returns/statements are not required to be filed by the company with banks/financial institutions.

3. In our opinion and according to the information and explanation given to us:

i. The Company has granted the following loans to companies, firms and other parties covered in the register maintained u/s 189 under the Companies Act.

S N o	Name of the Company/Firm or Other Parties	Relation ship	Loan Granted/ (Repaid) during the year	Year end Balance
1	Prima Alloys (P) Ltd	Entities in which KMP have	NIL	28,195.00
2	Prima Beverages (P) Ltd		(1,06,743.56)	-

3	Ayyappa Roller Flour Mills Ltd.	significant	(1,00,000.00)	4,23,01,638.16
4	Prima Industries Ltd	influence	12,98,097.00	6,11,704.00

Due to lack of adequate information, we are unable to comment on the rate of interest, term of repayment and other terms and conditions on which loans have been granted to companies, firm & other parties listed in the register-maintained u/s 189 of the Companies Act, 2013 which are prima facie, prejudicial to the interest of the company since the terms are not defined.

4. In our opinion and according to the information and explanations given to us and subject to clause (3) above, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 except for the qualifications below mentioned in respect of advances granted to Ayyappa Roller Flour Mills Limited.

The Company has provided loans and advances in excess of the limit specified under section 186 for which it had obtained permission via special resolution in general meeting in compliance with the said section. However, the Company has not obtained prior approval from public financial institution where a term loan is subsisting as required under section 186(5).

5. According to the information and explanations given to us, the company has not accepted any deposit from the public hence the directions issued by the Reserve Bank of India and provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Rules framed thereunder are not applicable to this company.
6. In our opinion and according to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act.
7. In respect of Statutory dues,
 - a. According to the information and explanations furnished to us and on the basis of our examination of records, the

Company was regular in depositing with appropriate authorities undisputed statutory dues towards investor education protection fund, income tax, sales tax, wealth tax, customs duty, excise duty, cess and other statutory dues, wherever applicable. There were no arrears of statutory dues as on 31st March 2023 for a period of more than six months from the date they became payable.

- b. According to the information and explanation given to us, there are no dues of sale tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute.
8. To the best of our knowledge and according to the information and explanation given to us, there are no transactions that are not recorded in the books of account to be surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961;
 9.
 - i. In our opinion and according to the information and explanation given to us, the company during the year has not defaulted in repayment of loans or borrowings or interest thereon to financial institutions and banks. The Company did not have dues to government and debenture holders.
 - ii. In our opinion and according to the information and explanation given to us, the company has not been declared as a wilful defaulter by any bank or financial institution or other lender.
 - iii. In our opinion and according to the information and explanation given to us, moneys raised by way of term loans during the year, if any have been applied by the Company for the purposes for which they were raised.
 - iv. In our opinion and according to the information and explanation given to us, the funds raised on short term basis have not been utilized by the Company for long term purposes.

- v. According to the information and explanation given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - vi. According to the information and explanation given to us, the Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
10. Based upon the audit procedures performed and the information and explanations given by the management:
- a. The company has not raised moneys by way of initial public offer or further public offer including debt instruments.
 - b. The Company has not made any preferential allotment or private placement of shares fully or partly convertible debentures during the year.
- 11.
- a. To the best of our knowledge and according to the information and explanations given to us, no material fraud by or on the Company by its officers or employees has been noticed or reported during the year.
 - b. No report under sub-Section (12) of Section 143 of the Companies Act has been filed by the auditor in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
 - c. In our opinion and according to the information and explanations given to us, no whistle-blower complaints were received during the year by the Company and hence not considered.
12. In our opinion and according to the information and explanations given to us the Company is not a Nidhi Company. Hence, reporting under this clause order is not applicable to the Company.
13. In our opinion and according to the information and explanations given to us, the Company is in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable, for all transactions with related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14.
- a. To the best of our knowledge and according to the information and explanations given to us, the company has an internal audit system commensurate with the size and nature of its business.
 - b. The reports of the Internal Auditors for the period under audit have not been considered in the statutory audit.
15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence not commented upon.
16. In our opinion and according to the information and explanations given to us:
- i. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of paragraph 3 of the Order is not applicable to the Company.
 - ii. The Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act 1934.
 - iii. The Company is not a Core Investment Company (CIC) as defined under the Regulations by the Reserve Bank of India.
17. In our opinion and according to the information and explanations given to us, the company had not incurred cash losses

in the financial year ended 31st March 2023 and the preceding financial year.

18. In our opinion and according to the information and explanations given to us, there has not been any resignation of the statutory auditors during the year.
19. On the basis of the financial ratios, aging and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, we are of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
20. In our opinion and according to the information given to us, the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company.
21. In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements.

For **G R A N D M A R K & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 011317N

CA. BIBIN SAJAN FCA
PARTNER
Membership No: 228064
Place: Cochin
Date:30/05/2023

**ANNEXURE "B" TO THE
INDEPENDENT AUDITOR'S
REPORT**

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirement' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of Prima Agro Limited as on March 31, 2023 in conjunction with our audit of the Standalone Ind AS financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls.

The Company's management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls

over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposal of the company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls system over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G R A N D M A R K & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 011317N

CA. BIBIN SAJAN FCA
PARTNER
Membership No: 228064
Place: Cochin
Date: 30/05/2023

PRIMA AGRO LIMITED
(CIN: L15331KL1987PLC004833)

STANDALONE BALANCE SHEET AS AT 31ST MARCH 2023

(Rs. in Thousands)

	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
	ASSETS			
(1)	Non-Current Assets			
	(a) Property, Plant and Equipment	1	46,188.88	36,096.77
	(b) Capital Work in Progress	1	1,848.81	5,076.49
	(c) Biological Assets other than bearer plants	1	65.65	50.50
	(d) Financial Assets			
	(i) Investments	2	10,224.56	10,224.56
	(ii) Others	3	1,528.52	1,461.20
	(e) Deferred Tax Asset		-	-
	(f) Other Non-Current Assets	4	45,648.08	45,686.77
(2)	Current Assets			
	(a) Inventories	5	677.64	1,117.48
	(b) Financial Assets			
	(i) Investments	2	1,31,840.26	1,29,517.04
	(ii) Trade Receivables	6	3,533.73	3,150.95
	(iii) Cash and Cash Equivalents	7	5,634.84	4,252.67
	(iv) Bank Balance other than (iii) above	7	2,553.60	2,438.65
	(c) Current Tax Assets (Net)		4,057.08	739.84
	(d) Other Current Assets	8	2,782.69	2,288.84
	Total Assets		2,56,584.34	2,42,101.77
	EQUITY AND LIABILITY			
	Equity			
	(a) Equity Share Capital	9	51,949.00	51,949.00
	(b) Other Equity	10	1,03,013.60	84,218.48
	Liabilities			
(1)	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	11	65,511.10	66,311.95
	(b) Provisions	12	13,855.52	14,825.14
	(c) Deferred Tax Liabilities		4,766.09	4,319.13
	(d) Other Non-Current Liabilities	13	-	596.02
(2)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Trade Payables	14	12,283.74	15,360.56
	(ii) Other Financial Liabilities	15	3,095.85	2,751.27
	(b) Other Current Liabilities	16	2,109.44	1,770.22
	Total Equity and Liabilities		2,56,584.34	2,42,101.77

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date attached

For PRIMA AGRO LIMITED

D M A R K & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

S K GUPTA
Chairman & M.D
DIN:00248760

SWATI GUPTA
Deputy Managing Director
DIN:00249036

SADASIVAN PILLAI V.R
Company Secretary
PAN:AKFPS4298F

CA BIBIN SAJAN, FCA
PARTNER
Membership No: 228064

Place : Cochin
Date : 30/05/2023

PRIMA AGRO LIMITED
(CIN: L15331KL1987PLC004833)

STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Thousands)

	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
I	Revenue from Operation	17	1,37,774.79	1,63,905.68
II	Other Income	18	13,346.89	15,056.07
III	Total Revenue (I+II)		1,51,121.68	1,78,961.76
IV	Expenses :			
	Cost of Materials Consumed	19	8,319.90	8,681.52
	Change in Inventories of Finished Goods, Work in Progress and Stock in Trade	20	439.84	(252.20)
	Employee Benefit Expenses	21	39,603.51	42,919.67
	Finance Costs	22	558.51	478.96
	Depreciation & Amortization Expenses	1	7,548.44	6,578.73
	Other Expenses	23	70,195.40	81,105.62
	Total Expenses		1,26,665.60	1,39,512.31
V	Profit before Exceptional Items & Tax (III-IV)		24,456.07	39,449.45
VI	Add: Exceptional Items	24	426.75	158.70
	Add: Prior Period Items		3.36	-
VII	Profit before Tax (V+VI+VII)		24,886.18	39,608.15
VIII	Tax Expense :			
	(1) Current Tax		6,500.00	12,000.00
	(2) Short/Excess Provision of Tax		(855.90)	(84.56)
	(3) Deferred Tax		446.95	2,204.30
IX	Profit/(Loss) for the Period (VIII-IX)		18,795.13	25,488.41
X	Other Comprehensive income			
XI	Earning Per Equity Share :			
	(1) Basic		2.46	3.75
	(2) Diluted		2.46	3.75

For PRIMA AGRO LIMITED

As per our report of even date attached
For GRAND MARK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

S K GUPTA
Chairman & M.D
DIN:00248760

SWATI GUPTA
Deputy Managing Director
DIN:00249036

SADASIVAN PILLAI V.R
Company Secretary
PAN:AKFPS4298F

CA BIBIN SAJAN, FCA
PARTNER
Membership No: 228064

Place : Cochin
Date : 30/05/2023

PRIMA AGRO LIMITED
(CIN: L15331KL1987PLC004833)

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Thousands)

Particulars		For the year ended 31st March 2023		For the year ended 31st March 2022	
A	Cash Flow from Operating Activities				
	Profit Before Tax as per Statement of Profit and Loss		24,886.18		39,608.15
	Adjustments for:				
	Depreciation and amortisation of Non-current assets	7,548.44		6,578.73	
	Finance Costs	558.51		478.96	
	Interest Income	(374.06)		(444.59)	
	Loss/(Profit) on sale of Property, Plant & Equipment	(426.75)		(158.70)	
	Loss/(Profit) on sale of Investment	(416.02)		(347.59)	
	Loss/(Gain) on restatement of Investment	(4,058.40)		(13,290.37)	
	Loss/(Gain) on re-measurement of livestock	(15.15)			
	Provision for Employee Benefit	(969.62)		3,504.89	
			1,846.95		(3,678.66)
	Operating Profit before Working Capital Changes		26,733.13		35,929.49
	Movement in Working Capital:				
	(Increase)/Decrease in Inventory	439.84		(252.20)	
	(Increase)/Decrease in Trade Receivables	(382.78)		920.69	
	(Increase)/Decrease in Other Current Assets	(493.85)		300.19	
	Increase/(Decrease) in Trade Payables	(3,076.82)		1,591.03	
	Increase/(Decrease) in Other Financial Liabilities	344.58		31.87	
	Increase/(Decrease) in Other Current Liabilities	339.22	(2,829.80)	148.63	2,740.21
	Cash Generated from Operations		23,903.33		38,669.70
	Less: Income Tax Paid(Net of refund)		8,961.34		(13,238.45)
	Net Cash Flow from/(used in) Operating Activity		14,942.00		25,431.26
B	Cash Flow from Investing Activities				
	Interest Received	374.06		444.59	
	Proceeds from sale of Property, Plant & Equipment	2,605.74		230.00	
	Payments for Property, Plant & Equipment	(19,819.53)		(8,161.87)	
	(Increase)/Decrease in Capital Work-In-Progress	3,227.68		-	
	(Increase)/Decrease in Livestock	-		-	
	(Addition)/Repayment of Advance Given	38.68		(7,111.66)	
	(Increase)/Decrease in Bank Deposit(Long Term)	(67.32)		(48.57)	
	(Increase)/Decrease in Other Non Current Liabilities	(596.02)		-	
	(Addition)/Repayment in Investments	2,151.20		(13,091.96)	
	Net Cash Flow from/(used in) Investment Activity		(12,085.51)		(27,739.47)
C	Cash Flow from Financing Activities				
	Interest Paid		(558.51)		(478.96)
	Addition/(Repayment) of Borrowings		(800.86)		1,550.98
	Addition/(Repayment) of Advance Taken				
	Net Cash Flow from/(used in) Financing Activity		(1,359.37)		1,072.02
D	Net Increase/(Decrease) in Cash & Cash Equivalents		1,497.12		(1,236.19)
E	Opening Balance of Cash & Cash Equivalents		6,691.32		7,927.52
F	Closing Balance of Cash & Cash Equivalents		8,188.44		6,691.32

Notes:

- Cash and Cash Equivalents include Cash in Hand, Balance with Banks on Current Accounts and Deposit Accounts
- The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard on Cash Flow Statement (Ind AS-7) issued by the Institute of Chartered Accountants of India.
- Previous year figures have been rearranged/regrouped wherever necessary
- This is the Cashflow Statement referred to in our report of even date.

For PRIMA AGRO LIMITED

As per our report of even date attached
For GRAND MARK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

S K GUPTA
Chairman & M.D
DIN:00248760

SWATI GUPTA
Deputy Managing Director
DIN:00249036

SADASIVAN PILLAI V.R
Company Secretary
PAN:AKFPS4298F

CA BIBIN SAJAN, FCA
PARTNER
Membership No: 228064

Place : Cochin
Date : 30/05/2023

PRIMA AGRO LIMITED
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

A. EQUITY SHARE CAPITAL

(Rs. in Thousands)

For the year ended 31st March 2022			For the year ended 31st March 2023		
Balance at the beginning of the reporting period, i.e., 1st April 2021	Changes in equity share capital during the year 2021-22	Balance at the end of the reporting period, i.e., 31st March 2022	Balance at the beginning of the reporting period, i.e., 1st April 2022	Changes in equity share capital during the year 2022-23	Balance at the end of the reporting period, i.e., 31st March 2023
51,949.00	-	51,949.00	51,949.00	-	51,949.00

B. OTHER EQUITY

(Rs. in Thousands)

	Reserves and Surplus				Total
	Capital Reserve	Capital Subsidy	Investment Allowance Reserve	Retained Earnings	
As on 31st March 2022					
Balance at the beginning of the reporting period, i.e., 1st April 2021	1,22,499.52	3,268.35	1,850.00	(68,887.79)	58,730.07
Total Comprehensive Income for the year	-	-	-	25,488.41	25,488.41
Balance at the end of the reporting period, i.e., 31st March 2022	1,22,499.52	3,268.35	1,850.00	(43,399.39)	84,218.48
As on 31st March 2023					
Balance at the beginning of the reporting period, i.e., 1st April 2022	1,22,499.52	3,268.35	1,850.00	(43,399.39)	84,218.48
Total Comprehensive Income for the year	-	-	-	18,795.13	18,795.13
Balance at the end of the reporting period, i.e., 31st March 2023	1,22,499.52	3,268.35	1,850.00	(24,604.26)	1,03,013.60

For PRIMA AGRO LIMITED

As per our report of even date attached
For GRAND M A R K & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

S K GUPTA
Chairman & M.D
DIN:00248760

SWATI GUPTA
Deputy Managing Director
DIN:00249036

SADASIVAN PILLAI V.R
Company Secretary
PAN:AKFPS4298F

CA BIBIN SAJAN, FCA
PARTNER
Membership No: 228064

Place : Cochin
Date : 30/05/2023

PRIMA AGRO LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Note No. 1
Disclosure pursuant to Division II Part I Note A(I) of Schedule III
Property, Plant & Equipment

Cost or Deemed Cost	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological Asset
Gross Carrying Value as at 31st March 2022	4,202.20	58,647.11	93,209.13	1,100.42	16,984.55	4,165.02	9.35	4,769.83	1,83,087.61	5,076.49	5,076.49	50.50	50.50
Additions		8,882.44	6,794.29		3,492.23	390.35		260.23	19,819.53	1,848.81	1,848.81	15.15	15.15
Disposals		1,985.74			1,743.44				3,729.18	5,076.49	5,076.49		
Transfer / Adjustments		-							-				
Gross Carrying Value as at 31st March 2023	4,202.20	65,543.81	1,00,003.42	1,100.42	18,733.34	4,555.37	9.35	5,030.05	1,99,177.97	1,848.81	1,848.81	65.65	65.65

Accumulated Depreciation	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological Asset
Accumulated Depreciation as at 31st March 2022	-	38,437.75	88,652.08	1,031.33	10,512.68	3,707.16	8.98	4,640.85	1,46,990.84	-	-	-	-
Depreciation Expense		25,13,102.67	16,27,514.36	14,633.81	29,83,751.03	2,45,163.56	-	1,64,273.74	75,48,439.18	-	-	-	-
Deductions / Adjustments					15,50,187.54				15,50,187.54	-	-	-	-
Accumulated Depreciation as at 31st March 2023	-	25,51,540.42	17,16,166.44	15,665.14	14,44,076.18	2,48,870.72	8.98	1,68,914.60	61,45,242.48	-	-	-	-

Net Carrying Value	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological Asset
Net Carrying Value as at 31st March 2022	4,202.20	20,209.36	4,557.05	69.09	6,471.87	457.85	0.37	128.97	36,096.77	5,076.49	5,076.49	50.50	50.50
Net Carrying Value as at 31st March 2023	4,202.20	(24,85,996.60)	(16,16,163.02)	(14,564.72)	(14,25,342.84)	(2,44,315.36)	0.37	(1,63,884.55)	(59,46,064.51)	1,848.81	1,848.81	65.65	65.65

The title deeds of Vehicles has been hypothecated for financing part of their purchase cost.

Note No. 2

(Rs. in Thousands)

Investments	As at 31st March 2023	As at 31st March 2022
	(₹)	(₹)
(i) Non Current Investments		
<i>Investments Carried at Cost</i>		
(a) Investment in Equity Instruments	10,205.46	10,205.46
(b) Investments in Government or Trust securities	19.10	19.10
Aggregate amount of Unquoted Investments	10,224.56	10,224.56
(ii) Current Investments		
<i>Investments designated as Fair Value Through Profit and Loss</i>		
(a) Investment in Mutual Funds (Reliance Mutual Fund)	1,31,840.26	1,29,517.04
	(Cost- 10,60,87,878.20)	(Cost- 10,44,91,587.23)
Aggregate amount of Quoted Investments	1,31,840.26	1,29,517.04
Total	1,42,064.82	1,39,741.60

Note No. 3

(Rs. in Thousands)

Other Financial Assets	As at 31st March 2023	As at 31st March 2022
	()	()
Bank Deposits with more than 12 months maturity	1,528.52	1,461.20
Total	1,528.52	1,461.20

Note No. 4

(Rs. in Thousands)

Other Non-Current Assets	As at 31st March 2023	As at 31st March 2022
	()	()
Advance other than capital advance (Unsecured, considered good)		
(a) Security Deposits	3,284.25	3,116.19
(b) Advances to Related Parties	42,329.83	42,536.58
<i>(Rate of interest and term of repayment not defined)</i>	-	
(c) Other Advances	34.00	34.00
	-	
Total	45,648.08	45,686.77

Advances due by:

(Rs. in Thousands)

Particulars	As at 31st March 2023	As at 31st March 2022
	()	()
(a) Directors		
(b) Other officers of the Company		
(c) Firm in which director is a partner		
(a) Private Company in which director is a director/member	28.20	134.94
	28.20	134.94

Note No. 5

(Rs. in Thousands)

Inventories	As at 31st March 2023	As at 31st March 2022
	()	()
Stores and Consumables	677.64	1,117.48
Total	677.64	1,117.48

Note No. 6

(Rs. in Thousands)

Trade Receivables	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
(a) Secured, considered good		
(b) Unsecured, considered good		
(c) Doubtful		
Less: Provision for doubtful debts		
<i>Outstanding for following periods from due date of payment:</i>		
(a) Less than 6 months	3,533.73	3,150.95
Total	3,533.73	3,150.95

Note No. 7

(Rs. in Thousands)

Cash & Cash Equivalents	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
Cash & Bank Balances		
(a) Cash on hand	72.60	37.96
(b) Balances with Banks*	5,562.25	4,214.71
	5,634.84	4,252.67
Other Bank Balances		
(b) Margin Money (SBI) Acc No 33634745155	2,553.60	2,438.65
	2,553.60	2,438.65
Total	8,188.44	6,691.32

(Rs. in Thousands)

Balance with Banks	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
State Bank of India -30075189235	1,762.51	90.26
State Bank of India -36553503236	32.60	90.64
ICICI Bank-115905000004	510.02	471.76
State Bank of India-67093527214	28.26	22.34
ICICI Bank-265505000306	110.60	159.24
ICICI Bank-626405016348	2,993.64	3,142.77
Indian Overseas Bank -149602000000353	124.62	237.71
Total	5,562.25	4,214.71

Note No. 8

(Rs. in Thousands)

Other Current Assets	As at 31st March 2023	As at 31st March 2022
	(₹)	(₹)
(a) Advance other than capital advance <i>(Unsecured, considered good)</i>	1,946.91	1,474.16
(b) Others	835.77	814.68
Total	2,782.69	2,288.84

(Rs. in Thousands)

Note No. 9

Equity Share Capital	As at 31st March 2023		As at 31st March 2022	
	No.	Amount (')	No.	Amount (')
Authorized				
70,00,000 Equity Shares of Rs. 10 each	7,000.00	70,000.00	7,000.00	70,000.00
	7,000.00	70,000.00	7,000.00	70,000.00
Issued, Subscribed & Paid up				
51,94,900 Equity Shares of Rs. 10 each	5,194.90	51,949.00	5,194.90	51,949.00
Subscribed but not fully Paid up				

Reconciliation of the number of shares outstanding

Particulars	As at 31st March 2023		As at 31st March 2022	
	No.	(')	As at 31st March 2022	(')
Shares outstanding at the beginning of the year	5,194.90	51,949.00	5,194.90	51,949.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,194.90	51,949.00	5,194.90	51,949.00

Shareholding of Promoters

Shares held by Promoters at the end of the year	As at 31st March 2023		% Change during the Year	As at 31st March 2022	
	No. of shares	% of Total Shares		No. of shares	% of Total Shares
Promoter Name					
Sajjan Kumar Gupta	183.00	3.52%	0.00%	1,83,000.00	3522.69%
Sarita Jindal	25.00	0.48%	0.00%	25,000.00	481.24%
Sushila Gupta	211.80	4.08%	0.00%	2,11,799.00	4077.06%
Dimple Agarwala	24.64	0.47%	0.00%	24,638.00	474.27%
Swati Gupta	323.03	6.22%	1.53%	2,43,556.00	4688.37%
Karishma Gupta	36.22	0.70%	0.00%	36,215.00	697.13%
Kushagra Gupta	201.20	3.87%	3.87%	-	0.00%

Details of Shares holders holding more than 5% shares

Name of Shareholder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ayyappa Roller Flour Mills Ltd	485.47	9.35%	478.46	9.21%
Ayyappa Real Estate (P) Ltd	274.33	5.28%	274.30	5.28%
Swati Gupta	323.03	6.22%	243.56	4.69%

(Rs. in Thousands)

Note No. 10

	Reserves & Surplus	As at 31st March 2023	As at 31st March 2022
		(`)	(`)
a	Capital Reserves		
	Opening Balance	1,22,499.52	1,22,499.52
	(+) Current Year Transfer		
	(-) Written Back in Current Year		
	Closing Balance	1,22,499.52	1,22,499.52
b	Capital Subsidy		
	Opening Balance	3,268.35	3,268.35
	(+) Current Year Transfer		-
	(-) Written Back in Current Year		-
	Closing Balance	3,268.35	3,268.35
c	Investment Allowance Reserve		
	Opening Balance	1,850.00	1,850.00
	(+) Current Year Transfer		-
	(-) Written Back in Current Year		-
	Closing Balance	1,850.00	1,850.00
d	Retained Earnings		
	Opening balance	(43,399.39)	(68,887.79)
	(+) Net Profit/(Net Loss) For the current year	18,795.13	25,488.41
	(+) Transitional Adjustment	-	
	Closing Balance	(24,604.26)	(43,399.39)
	Total	1,03,013.60	84,218.48

Note No. 11

(Rs. in Thousands)

Borrowings	As at 31st March 2023	As at 31st March 2022
	()	()
Secured		
(a) Term Loans from Banks & Others		
1. Daimler Financial Services India Private Limited <i>(Secured on Hypothecation of Mercedes - Benz, Interest Rate-7.36 %, Repayment Terms- Payable in 60 EMI of Rs.1,19,833/- each commencing on 1st January 2021)</i>	2,354.38	3,570.04
2. ICICI Car Loan- Hyundai I20 KL41S4005 <i>(Secured on Hypothecation of Hyundai I20 , Interest Rate-7.50 %, Repayment Terms- Payable in 60 EMI of Rs.22,129.00/- each commencing on 5th November 2021)</i>	621.84	832.11
3. ICICI Car Loan-Volkswagen <i>(Secured on Hypothecation of Volkswagen Virtus , Interest Rate-7.70 %, Repayment Terms- Payable in 60 EMI of Rs.37,801.00/- each commencing on 5th August 2022)</i>	1,329.84	-
4. ICICI Vehicle Loan Ace <i>(Secured on Hypothecation of TATA Ace , Interest Rate-8.75 %, Repayment Terms- Payable in 60 EMI of Rs.11,547.00/- each commencing on 7th June 2022)</i>	153.14	-
5. ICICI Car Loan Tata Tiago <i>(Secured on Hypothecation of Tiago , Interest Rate-7.70 %, Repayment Terms- Payable in 60 EMI of Rs.12,513.00/- each commencing on 5th August 2022)</i>	440.19	-
	4,899.39	4,402.15
(b) Other Loans		
Unsecured		
Liability Component of Compound Financial Instruments		
Ayyappa Roller Flour Mills Limited <i>(60,00,000 Cumulative Redeemable Preference Shares of Rs.10 each, Interest Rate-10%, Period of Redemption-13 Years, Redemption Date-11th April 2026)</i> <i>(Authorized-100,00,000 Cumulative Preference Shares of Rs.10each)</i>	60,000.00	60,000.00
(c) Loans and advances from related parties		
Prima Industries Ltd. <i>(Rate of interest and term of repayment not defined)</i>	611.70	1,909.80
Total	60,611.70	61,909.80
	65,511.10	66,311.95

Note No. 12

(Rs. in Thousands)

Provisions (Non-Current)	As at 31st March 2023	As at 31st March 2022
	()	()
a. Provision for Employee Benefits		
Gratuity	9,964.47	9,341.87
Ex gratia	3,891.05	5,483.27
Other Provisions	-	-
Total	13,855.52	14,825.14

Note No. 13

(Rs. in Thousands)

Other Non-Current Liabilities	As at 31st March 2023	As at 31st March 2022
	()	()
Unsecured		
(a) Deposits	-	596.02
Total	-	596.02

Note No. 14

(Rs. in Thousands)

Trade Payables	As at 31st March 2023	As at 31st March 2022
	()	()
Others		
<i>Outstanding for following periods from due date of payment:</i>		
(a) less than 1 year	7,260.85	10,251.35
(b) 1 to 2 years	4,323.24	14.82
(c) 2 to 3 years	219.57	74.42
(d) More than 3 years	480.08	5,019.97
	-	
Total	12,283.74	15,360.56

Note: Due to micro and small suppliers

The company has not received any intimation from its vendors regarding their status under micro small and medium enterprises development Act,2006. and hence disclosures if any , required under any said Act have not been made

Note No. 15

(Rs. in Thousands)

Other Financial Liabilities	As at 31st March 2023	As at 31st March 2022
	()	()
(a) Current Maturities of Long - Term Debt	1,993.91	1,385.77
(b) Payable for Employee Benefits	1,101.95	1,365.50
Total	3,095.85	2,751.27

Note No. 16

(Rs. in Thousands)

Other Current Liabilities	As at 31st March 2023	As at 31st March 2022
	()	()
Other Advances	190.86	190.86
Others(Statutory Dues)	1,918.58	1,579.36
Total	2,109.44	1,770.22

Note No. 17

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
a) Sale of Services	1,37,774.79	1,63,905.68
Total	1,37,774.79	1,63,905.68

Note No. 18

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
a) Interest Income	309.72	327.92
b) Interest on Income tax refund	64.34	116.67
c) Profit on Mutual Fund	416.02	347.59
d) Gain on investments carried at fair value through profit or loss	4,058.40	13,290.37
e) Discount Received	14.21	2.20
f) Insurance claim received	1,985.74	99.67
g) Other non-operating income (net of expenses directly attributable to such income)	-	18.19
h) Lease Rent	1,200.00	700.00
i) Gain on re-measurement of livestock	15.15	-
j) Income from agricultural produce (Milk)	73.00	-
k) Creditors written back	4,614.30	153.47
l) Remission of liability/deposit	596.02	
Total	13,346.89	15,056.07

Note No. 19

(Rs. in Thousands)

Cost of Materials Consumed	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
b) Purchase - Plant Spares		-
a) Purchase - Consumables and packing materials	8,319.90	8,681.52
d) Purchase Plant Spares		-
Total	8,319.90	8,681.52

Note No. 20

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
Opening stock	1,117.48	865.28
Closing stock	677.64	1,117.48
Stock Differential	439.84	(252.20)

Note No. 21

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(₹)	(₹)
(a) Salaries & Allowances	18,315.24	17,823.12
(b) Directors' Remuneration	8,100.00	7,425.00
(c) Contribution to Provident fund and other funds	1,792.00	1,705.18
(d) Staff Welfare & Other Allowances	2,919.83	5,888.19
(e) Leave Encashment	354.18	-
(e) Gratuity	622.60	1,457.88
(f) Medical Expenses	1,328.16	1,160.58
(g) Canteen Expenses	6,158.00	6,372.65
(h) Quarantine Expenses	13.50	1,087.08
Total	39,603.51	42,919.67

Note No. 22

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(₹)	(₹)
Interest on Vehicle Loan	535.60	444.56
Other borrowing costs/finance charges	22.91	34.41
Total	558.51	478.96

Note No. 23**Note 23A**

(Rs. in Thousands)

Items of income & expenditure exceeding 1% of revenue from operation or Rs.10,00,000/- whichever is higher

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(₹)	(₹)
a) Factory Expenses	17,907.56	22,731.95
b) Electricity and Fuel Charges	24,215.56	30,865.58
c) General Expenses	8,572.59	8,639.65
d) Vehicle Running Expenses	1,418.14	1,694.43
e) Directors Travelling Expenses	3,003.37	2,770.06
Total	55,117.22	66,701.67

Note 23 B**Payments to Auditors**

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(₹)	(₹)
Statutory Audit	75.00	50.00
Taxation matters	150.00	150.00
Total	225.00	200.00

Note 23 C**Other Expenses**

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
a) Business Promotion Expenses	1,024.65	1,736.48
b) Donation	62.33	340.60
c) Rent	190.80	235.40
d) Repairs to Buildings	2,402.73	2,557.32
e) Repairs to Plant & Machinery	5,053.73	6,271.86
f) Insurance	402.19	373.00
g) Rates & taxes (excluding taxes on income)	1,235.00	705.70
h) Miscellaneous expenses	1,471.54	1,171.22
i) Loss on revaluation of mutual Fund	-	-
j) Loss on shifting of mutual Fund	-	-
i) Legal & Professional fee	515.73	689.92
j) Traveling & Conveyance	508.15	122.46
k) Loss of building due to disaster	1,985.74	
l) Debtors written off	0.60	
Total	14,853.18	14,203.95
Grand Total	70,195.40	81,105.62

Note 24**Exceptional and Extraordinary items**

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
Profit on Sale of Car	426.75	158.70
Grand Total	426.75	158.70

Schedules to Notes forming part of Standalone Balance Sheet

Note No.	Particulars	As at 31st March 2023	As at 31st March 2022
		(`)	(`)
Note 2(i)(a)	Investment in Equity Instruments		
	Prima Industries Limited	10,195.36	10,195.36
	Ayyappa Roller Flour Mills Limited	10.10	10.10
	Total	10,205.46	10,205.46
Note 4(a)	Security Deposit		
	Cylinder Deposit(Co)	40.52	40.52
	Earnest Money Deposit KSCSC	46.60	46.60
	Electricity Deposit	3,004.56	2,838.20
	Deposit with KSIDC	73.46	73.46
	Security Deposit - Fuel	15.00	15.00
	Security Deposit - Airtel	3.00	3.00
	Lease Deposit	54.76	54.76
	Telephone Deposit	39.55	39.55
	LPG Cylinder Deposit	6.80	5.10
	Total	3,284.25	3,116.19
Note 4(b)	Loans and Advances to Related Parties		
	Private Company		
	Prima Beverages (P) Ltd.	0.00	106.74
	Prima Alloys (P) Ltd.	28.20	28.20
		28.20	134.94
	Public Company		-
	Ayyappa Roller Flour Mills Ltd.	42,301.64	42,401.64
	PAPL Exim India Ltd.	-	0.00
	Prima Agro Limited- TVM/AFD	-	-
	Prima Credits Ltd.	-	-
	Prima Industries Ltd.	-	-
		42,301.64	42,401.64
	Total	42,329.83	42,536.58
Note 4(c)	Other Advances (Non-current)		
	Rent Advance	34.00	34.00
	Sanjay Gupta (Legal Heirs)		
	Total	34.00	34.00
Note 5	Inventories		
	(a) Stores & Spares	102.95	-
	(a) Firewood	358.23	657.17
	(b) Consumables	216.46	460.32
	Total	677.64	1,117.48

Note 8(a)	Others Advances (Current)		
	(i) Travel advance	45.34	42.37
	(ii) Staff Advance	857.32	375.44
	(iii) Advance for Expenses	863.35	564.72
	(iv) Other advances	180.91	491.62
	Total	1,946.91	1,474.16
Note 8(b)	Others		
	Prepaid expenses	362.48	371.50
	Input GST	-	-
	GST Receivable	-	-
	Canteen Advance	473.29	443.18
	GST Receivable	-	-
	Others(Deferred Revenue Expenditure)	-	-
	Total	835.77	814.68
	Net Current Tax		
	Provision for Tax 2020-21	-	(12,000.00)
	Provision for Tax 2021-22	-	(12,000.00)
	Provision for Tax 2022-23	(6,500.00)	-
	Income Tax 2020-21	-	9,738.81
	Income Tax 2021-22	-	8,500.00
	Income Tax 2022-23	7,500.00	-
	TDS Receivable 2020-21	-	2,824.20
	TDS Receivable 2021-22	-	3,665.65
	TCS Receivable 2021-22	-	11.18
	TDS Receivable 2022-23	3,039.16	-
	TCS Receivable 2022-23	17.92	-
		Total	4,057.08
Note 13(a)	Deposits - Unsecured		
	Security Deposit	-	596.02
	Total	-	596.02
Note 15(a)	Current Maturities of Long Term Debts		
	(ii) Car Loan - Tata Ace	119.43	-
	(iii) Car Loan - Celerio KL41M5465	-	30.50
	(iv) Car Loan - Celerio KL41M5485	-	30.50
	(viii) Car Loan - New Benz 2019-20	-	-
	(v) Car Loan - New Benz 2020-21	1,215.66	1,129.64
	(vi) Car Loan Hyundai I20 KL41S4005	210.27	195.12
	(vii) Car Loan Volkswagen Polo	336.99	-
	(viii) Car Loan Tiago	111.55	-
		Total	1,993.91

Note 15(b)	Payable for Employee Benefits		
	Salary Payable	878.55	959.04
	Director's remuneration payable	223.40	406.47
	Total	1,101.95	1,365.50
Note 16	Other Advances		
	KSE	55.00	55.00
	Nassar	103.17	103.17
	M R Associates	32.69	32.69
		190.86	190.86
	Others (Statutory Dues)		
	PF Payable	190.76	199.12
	ESI Payable	54.18	64.66
	GST Payable	550.93	345.35
	TDS Payable	1,122.72	970.23
		1,918.58	1,579.36
	Total	2,109.44	1,770.22

Note No.	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
		(₹)	(₹)
Note 17(a)	Processing Charges		
	Cattle feed - Processing charges	1,35,375.75	1,60,883.59
	Cattle Feed - Loading/Fuel Charges Recovery	2,229.68	2,662.23
	Cattle feed - Weigh bridge receipts	150.99	359.86
	Scrap sales	18.37	-
	Total	1,37,774.79	1,63,905.68
Note 21(c)	Contribution to Provident Funds and Other Funds		
	ESI - Employer Contribution	583.52	585.40
	PF - Employer Contribution	1,197.05	1,119.77
	LWF - Labour Welfare Fund Contribution	11.44	
	Total	1,792.00	1,705.18
Note 21(d)	Staff Welfare Expenses		
	Staff Welfare Expenses	42.23	110.45
	Ex-Gratia to Employees	2,877.60	5,777.74
	Total	2,919.83	5,888.19
Note 23 A(a)	Factory Expenses		
	Freight inward	141.42	134.08
	General Expenses (Factory)	9,734.54	9,911.63
	Research & Developments	258.22	342.24
	Production Expenses	7,543.19	11,620.03
	Fire wood Expenses (Boiler)	230.18	723.96
	Total	17,907.56	22,731.95
Note 23 A(b)	Electricity and Fuel charges		
	Fuel for Boiler	7,488.33	12,380.87
	Diesel for Generator	699.12	551.16
	Electricity Charges	16,028.11	17,933.56
	Total	24,215.56	30,865.58
Note 23 A(c)	General Expenses		
	General Office Expenses	8,571.06	8,638.76
	Interest and Damage	1.53	0.89
	Total	8,572.59	8,639.65
Note 23 C(d)	Repairs to Buildings		
	Repairs & Maintenance - Building	982.33	1,003.18
	Repairs & Maintenance - Electrical General	863.26	477.07
	Repairs & Maintenance - General	494.00	455.83
	Repairs & Maintenance - Others	63.15	621.24
	Total	2,402.73	2,557.32

Note 23 C(e)	Repairs to Plant & Machinery		
	Repairs & Maintenance - (P/M)	3,984.06	5,155.31
	Repairs & Maintenance - Boiler	482.00	510.00
	Repairs & Maintenance - Weigh Bridge	397.27	406.55
	Repairs & Maintenance - Genset	190.40	200.00
	Total	5,053.73	6,271.86
Note 23 C(g)	Rates & Taxes (Excluding Taxes on Income)		
	Corporation Tax	-	46.89
	Fees and Taxes	706.07	483.45
	Fees , Tax & License (Factory)	414.24	156.27
	Professional Tax	67.80	19.09
	Total	1,188.11	705.70
Note 23 C(h)	Miscellaneous Expenses		
	Advertisement charges	53.49	72.88
	AMC Charges	211.21	112.59
	Cleaning Expenses	117.00	52.72
	Computer Expenses	92.93	41.38
	Festival Expenses	163.39	85.26
	Postage & Telegram	45.13	55.40
	Printing & Stationery	106.32	123.86
	ROC filing fees	-	-
	Subscription & Periodicals	65.65	55.72
	Telephone charges	246.09	227.93
	Temple expenses	106.24	94.79
	Water Charges	123.39	120.97
	Miscellaneous expense	109.56	127.71
Quarantine Expenses	-	-	
	Total	1,440.38	1,171.22
Note 23 C(i)	Travelling & Conveyance		
	Travelling & Conveyance	454.12	113.03
	Travelling & Conveyance (Marketing)	3.22	-
	Travelling Expenses (Factory)	50.81	9.43
	Total	508.15	122.46

Sub Schedules to Standalone Statement of Profit & Loss

Note No	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
		(`)	(`)
Note 19	Purchases		
	Purchase - Consumables	1,863.34	1,714.32
	Purchase - Store Consumables	6,456.56	6,967.20
	Total	8,319.90	8,681.52
Note 23 A a (i)	Freight Inward		
	Freight inward	141.42	134.08
	Total	141.42	134.08
Note 23 A a (iv)	Production Expenses		
	Wages	5,704.50	6,072.70
	Production Incentive	-	4,299.58
	Loading & Unloading	23.42	33.96
	Weighbridge Expenses	1,815.27	1,213.79
	Total	7,543.19	11,620.03
Note 21 (g)	Canteen Expenses		
	Canteen Expenses - General	3,563.86	3,651.19
	Canteen Expenses - Staff	2,594.14	2,721.47
	Total	6,158.00	6,372.65

PRIMA AGRO LIMITED
SIGNIFICANT ACCOUNTING POLICIES
& NOTES FORMING PART OF
ACCOUNTS

NOTE 1-GENERAL INFORMATION

Prima Agro Ltd is a Cochin based Public Limited Company, established in 1987, comprising units engaged in the business of manufacturing compounded animal feed and is having its Registered Office in Cochin. The company went public in 1993 and its shares are listed in major Stock Exchanges in India.

The business entities in the Prima group were promoted by the family of Mr. Sajjan Kumar Gupta, who migrated to Cochin around 50 years back from Rajasthan. A born entrepreneur, Mr. Sajjan Kumar Gupta, whose family was in the business of Flour Mills, developed his business skills over a period of time. In 60s and 70s, the S.K.Gupta family members had flour mills, practically, all over India. They were also actively engaged in trading of commodities and downstream products. Mutually agreed family partitions helped the individual brothers to develop their own family group.

Prima Agro Limited is a listed company in BSE, having paid up capital of Rs 11.19 crores.

NOTE 2- BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.1 Basis of preparation and measurement

1. Basis of preparation

The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 except for defined employee benefit plans not being accounted in the manner laid down under Ind AS 19 "Employee Benefits".

For all periods up to and including the year ended March 31, 2017, the company prepared its financial statements in

accordance with the accounting standards notified under the Section 133 of the Companies Act, 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP).

All amounts included in the financial statements are reported in Indian Rupees rounded off to 2 Decimals.

2. Basis of Measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realization/settlement within twelve months period from the balance sheet date.

2.1 KEY ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements required the management to exercise judgment and to make estimates and assumptions. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revision to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future period.

The areas involving critical estimates or judgments are:

2.1.1 Depreciation and Amortization

Depreciation and amortization is based on management estimates of the future useful

lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortization charges.

2.1.2 Employee Benefits

The scheme of Gratuity covers gratuity liability of the employees including past services. The annual premium has been charged to Profit and Loss Account on accrual basis as per Company's own computation. The computation as per paragraph 50 of Ind AS 19 "Employee Benefits" has not been applied for accounting for gratuity.

2.1.3 Provisions & Contingencies

Provisions and contingencies are based on the Management's best estimate of the liabilities based on the facts known at the balance sheet date.

2.1.4 Fair Valuation

Fair Value is the market value measurement of observable market transactions or available market information.

2.2 FUNCTIONAL & PRESENTATION CURRENCY

The functional and presentation currency of the Company is the Indian Rupee (₹).

2.3 SIGNIFICANT ACCOUNTING POLICIES

a. Property, Plant and Equipment Subsequent to Transition

- i. Recognition and measurement: Property, plant and equipment are carried at cost of acquisition less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure related to an item of fixed asset are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All repairs

and maintenance are charged to the Statement of Profit and Loss during the financial year in which they are incurred.

- ii. Depreciation: Land is not depreciated. Depreciation of other items of Property, Plant and Equipment are provided on a written down value basis over the estimated useful life of the asset or as prescribed in Schedule II to the Companies Act, 2013. Estimated useful life of items of property, plant and equipment are as follows:

<u>Type of Asset</u>	<u>Estimated Useful Life</u>
Building	: 30 Years
Plant & Equipment	: 15 Years
Furniture & Fixtures	: 10 Years
Vehicles (2 wheelers):	10 Years
Vehicles (Others)	: 8 Years
Office Equipment's	: 5 Years
Computer (End User Devices):	3 Years
Computer (Others)	: 6 Years
Cycle	: 5 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognized within exceptional items in the Income statement.

b. Biological Asset

Biological Asset includes livestock which is recognized at fair value less cost to sell as per provisions of Ind AS 41 "Agriculture".

c. Financial Assets

- i. Financial assets at amortized cost - Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets at amortized cost are represented by trade receivables, cash and cash equivalent, employee

advances and other advances.

The Company has fixed deposits held under a bank guarantee of Rs. 15,28,520 having renewal period less than 6 months. Since the management do not intend it to be realized within 12 months from the Balance Sheet date owing to recurring nature of bank Equity investments - Investment in associates are stated at cost.

- ii. Financial assets at fair value through OCI-Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognized in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.
- iii. Financial assets at fair value through profit and loss - A financial asset not classified as either amortized cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognized as 'other income' in the Statement of Profit and Loss. These include funds invested in mutual funds.
- iv. Impairment of Financial Assets - The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the

estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

d. Financial Liabilities

i. Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest rate method.

ii. Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

iii. De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognized in Statement of profit and loss.

e. Financial Liabilities- Preference Share Capital

The Company has outstanding Cumulative Redeemable Preference shares of Rs.6,00,00,000.00. Being redeemable in nature it is classified as Financial liabilities. They are recognized at issue price instead of amortized cost. The dividend for the same was not provided from its initial recognition. The management had agreed with the Preference Shareholders for payment of cumulative dividend on maturity. The entity has not recognized any financial liabilities with regard to the same.

f. Inventories

Inventories are valued at cost or net realizable value whichever is lower, cost being determined on First-in First Out (FIFO) method.

g. Employee Benefits

The Company operates various post-employment schemes. Contribution to defined contribution schemes like Provident Fund (PF) is accounted for on accrual basis. Post retirement defined benefits (gratuity) as provided by the Company in accordance with provisions of Income Tax Act 1961.

h. Provision -

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

i. Income Tax

i. Current Income Tax - Provision for current tax is made based on the liability computed in accordance with the relevant tax rates and tax laws.

ii. Deferred Tax - Deferred tax is recognized on all timing differences between accounting income and taxable income for the year, and quantified using the tax rates and laws enacted or subsequently enacted as on the Balance Sheet date.

The deferred tax assets are recognized and carried forward to the extent that there is a reasonable / virtual certainty as the case may be that sufficient taxable income will be available against which such deferred tax assets can be realized.

j. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipt or payments and item of income or expense associated with investing or financing cash-flows. The cash flow from operating, investing and financing activities of the Company is segregated.

k. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, and is stated net of discounts and returns. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Company's activities, as described below.

i. Sale of Goods - Sales are recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer as per terms of contract. Income and fees from services are accounted as per terms of relevant contractual agreements/ arrangements.

ii. Rendering of Service- recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations

iii. Interest Income - Interest income is recognized on accrual basis.

l. Borrowing Cost

Borrowing costs consist of interest, ancillary and other costs that the Group incurs in connection with the borrowing of funds and interest relating to other financial liabilities.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are

expensed in the period in which they occur.

m. Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company.

n. Earnings per Share

In accordance with Indian Accounting Standard (Ind AS) 33, 'Earnings per Share' issued by the Institute of Chartered Accountants of India, basic and diluted earnings per share is computed using the weighted average number of equity shares outstanding during the period.

o. Contingent Liabilities

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefit is remote.

p. Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset.

q. Events after the Reporting Period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events, if any, before authorization for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting

date, if any, are not accounted, but disclosed.

ADDITIONAL NOTES FORMING PART OF ACCOUNTS

25. Information on dues to Small Scale Industrial Units.

- i) No case of suppliers, who are covered under the "interest on delayed payments to Small Scale and Ancillary Industrial Undertaking Act, 1933" has come to the notice of the Company.
 - ii) The company has not received any intimation from its vendors regarding their status under micro small and medium enterprises development Act, 2006 and hence disclosures if any, required under any said Act have not been made.
26. Estimated amounts of contracts remaining to be executed on capital account and not provided for - Nil
27. Closing stock is as valued and certified by the Management of the company.
28. Balances in the accounts of debtors, creditors and financial institutions are subject to confirmation.
29. Capacity Utilization

	For the year ended	
	31 st March 2023	31 st March 2022
(a) Trivandrum		
Licensed Capacity	60,000.00	60,000.00
Installed Capacity	60,000.00	60,000.00
Actual production in MTs	34,962.00	43,690.50
(b) Edayar, Cochin		
Licensed Capacity	1,20,000.00	1,20,000.00
Installed Capacity	1,20,000.00	1,20,000.00
Actual production in MTs	70,718.50	82,799.75

30. Managerial Remuneration

(₹ in Thousands)

Name of KMP	For the year ended	
	31 st March 2023	31 st March 2022
S K Gupta	4,500.00	4,125.00
Swati Gupta	3,600.00	3,300.00

Note:- The managerial remuneration has been paid in accordance with Section II of Part II of Schedule V to the Companies Act, 2013.

31. Earnings per Share (In accordance with Ind AS 33)

(₹ in Thousands)

Particulars	For the year ended	
	31 st March 2023	31 st March 2022
Profit/(Loss) after Tax	18,795.13	25,488.41
Less: Cumulative Preference Dividend	6,000.00	6,000.00
Profit/(Loss) Attributable to Equity Shareholders	12,795.13	19,488.41
Weighted Average Number of Equity Shares (in thousands)	5,194.90	5,194.90
Earnings per Share		
- Basic	2.46	3.75
- Diluted	2.46	3.75

32. Remuneration to Auditors (excluding taxes)

(₹ in Thousands)

	For the year ended	
	31 st March 2023	31 st March 2022
Statutory Audit	75.00	50.00
Taxation	150.00	150.00
Total	225.00	200.00

33. Deferred Tax Liability

(₹ in Thousands)

	For the year ended	
	31 st March 2023	31 st March 2022
Opening DTL/(DTA)	4,319.13	2,114.83
Add/(Less): Created/(Reversed) during the year	446.95	2,204.30
Closing DTL/(DTA)	4,766.08	4,319.13

34. Litigations

During the year 2000-01, a complaint was filed by Food Corporation of India, against the Company in the Honorable High Court of Kerala. At this time, we are unable to assess the potential financial impact on the Company of an adverse decision. And in this concern the company has executed a bank guarantee of Rs.10,00,000.00 with State Bank of India, Commercial Branch, Cochin as per the order of Honorable High Court of Kerala dated 07/04/2000 in C.M.P.18042/2000 in O.P No.10898/2000.

35. Contingent Liabilities

Claims under adjudication not acknowledged as debts: Nil

36. The Company has appointed Internal Auditors in accordance with sections 138 of the Companies Act, 2013.

37. The Company has appointed Company Secretary in accordance with the provisions of section 203 of the Companies Act, 2013.

38. Related Party Transactions

- i. List of Related parties with whom transactions have taken place and relationships

Name of Related Party	Relationship
Swati Gupta S K Gupta	Key Managerial Personnel
Prima Industries Ltd	
Ayyappa Roller Flour Mills Ltd	Entity in which KMP

Ayyappa Real Estate (P) Ltd	have significant influence
Prima Alloys(P) Ltd	
PAPL Exim India Ltd	
Prima Credits Ltd	
Prima Beverages (P) Ltd	

ii. Related Party Transaction

(₹ in Thousands)

Nature of Transaction	KMP		Entity in which KMP have significant influence	
	As at 31 st March 2023	As at 31 st March 2022	As at 31 st March 2023	As at 31 st March 2022
1 Managerial Remuneration	8,100.00	7,425.00	-	-
2 Advances Given/(Received)	-	(232.24)	1,091.35	5,481.86
3 Outstanding Balance of Advances Given	-	82.00	41,718.13	40,626.78
4 Lease rent received	-	-	1,200.00	700.00
5 Weighbridge expense	-	-	1,815.27	1,213.79
6 Expense Payable	-	-	1,129.06	513.79

iii. Loans or Advances granted to/taken from the following related parties are not in the ordinary course of business transactions.

(₹ in Thousands)

S No.	Name of Associate /group Company	As at 31 st March 2023		As at 31 st March 2022	
		Granted / (Repaid/taken) during the year (Net)	Receivable /(Payable)	Granted / (Repaid) during the year (Net)	Receivable/(Payable)
1	Prima Alloys	-	28.20	-	28.20

S No.	(P) Ltd.				
2	Ayyappa Roller Flour Mills Ltd.	(100.00)	42,301.64	7,935.04	42,401.64
3	Prima Beverages (P) Ltd.	(106.74)	-	10.52	106.74

iv. Loans or Advances taken from the following related party is not in the ordinary course of business transactions.

(₹ in Thousands)

S No.	Name of Associate /group Company	As at 31 st March 2023		As at 31 st March 2022	
		(Taken) / Repaid during the year (Net)	(Payable)	(Taken) / Repaid during the year (Net)	(Payable)
1.	Prima Industries Ltd.	1,298.10	(611.70)	(2,463.69)	(1,909.80)

v. Investment in Equity Instruments

S No.	Name of Company	As at 31 st March 2023		As at 31 st March 2022	
		No. of Shares	Nominal Value	No. of Shares	Nominal Value
1	Prima Industries Ltd	10,19,536.00	10,195.36	10,19,536.00	10,195.36
2	Ayyappa Roller Flour Mills Ltd	1,010.00	10.10	1,010.00	10.10

39. The Company has formed an audit committee in accordance with section 177 of Companies Act, 2013.

40. The Company has entered into a lease agreement with Ayyappa Roller Flour Mills Limited in connection with operation of weighbridge the charges and revenue against which is disclosed under Note No. 37(ii) above.

41. Disclosure of Ratios

Sl.N.	Ratios	Current Year	Previous Year	Percentage of Change	Reason for change
1	Current Ratio	8.64	7.22	19.66%	-
2	Debt Equity Ratio	0.66	0.78	-15.38%	-
3	Debt Service Coverage Ratio	23.79	31.56	-24.62%	-
4	Return on Equity Ratio	0.13	0.24	-45.83%	The net profit after tax of the company decreased during the year consequent to decline in turnover of the year which resulted in decrease in Return on Equity ratios.
5	Inventory Turnover Ratio	153.50	165.33	-7.16%	-
6	Trade Receivables Turnover Ratio	41.22	44.27	-6.89%	-
7	Trade Payables Turnover Ratio	0.60	0.59	1.69%	-
8	Net Capital Turnover Ratio	1.07	1.81	-40.88%	Decrease in turnover along with increase in Avg. Net Current Assets resulted in decrease in Net Capital Turnover Ratio.
9	Net Profit Ratio	0.14	0.16	-12.50%	-
10	Return on Capital Employed	0.10	0.18	-44.44%	The net profit before tax of the company decreased as compared to previous year which resulted in decrease in Return on Capital Employed Ratio.
11	Return on Investment	12.13	18.72	-35.20%	The net profit after tax of the company decreased as compared to previous year which resulted in decrease in Return on Investment Ratio.

As per our report of even date attached
For GRAND MARK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

CA. BIBIN SAJAN
FCA
PARTNER
Membership No: 228064
Place: Cochin
Date: 30/05/2023

S K GUPTA **SWATI GUPTA**
CMD **DMD**
DIN: 00248760 **DIN:00249036**

Place : Cochin
Date : 30/05/2023

42. Previous Year's figures have been regrouped or restated wherever necessary to conform to the current year's presentation.

INDEPENDENT AUDITOR'S REPORT

TO

**THE MEMBERS
PRIMA AGRO LTD
KOCHI**

Report on the Audit of the Consolidated Financial Statement

Opinion

We have audited the accompanying Consolidated financial statements of PRIMA AGRO LTD ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (here in after referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of

the Consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

Emphasis of matter paragraph

- We draw your attention to Note-14 of the financial statements, which states that total outstanding dues of micro, small and medium enterprises and total outstanding dues of trade payables other than micro, small and medium enterprises are not separately disclosed since no intimations has been received from the vendors in this regard
- We draw your attention to Note-12 and Note-21 of financial statements and "Key accounting judgments, Estimates and assumptions" in Significant accounting policies & Notes forming part of accounts, which states that computation as per Ind AS 19 "Employee Benefits" has not been applied for accounting for gratuity and Ex-gratia. However, the provision for gratuity has been made and accounted for the year on the basis of the service tenure of the employees
- We draw your attention to Note-11(b) of financial statements and Note-24(2.3) (e) in Significant accounting policies & Notes forming part of accounts, which states that the preference shares are not measured at amortized cost as required by Ind AS 109 and financial liability with respect to cumulative preference dividend is not recognized in the financial statements. The financial impact of the same has not been quantified

Our opinion is not modified in respect of these matters.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context

of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Companies Management and Board of Directors are responsible for the other information. The other Information comprises the information included in the company's annual report, but does not include the Consolidated financial statements and our auditor's report thereon.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no

realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them

all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Consolidated balance sheet, the Consolidated statement of profit and loss (including other comprehensive income), the Consolidated statement of changes in equity and the Consolidated statement of cash flows dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act; except to the

- extent stated in the Emphasis of matter paragraph
- e) On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act; and
 - f) With respect to the adequacy of the internal financial controls with reference to Consolidated financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
3. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its Consolidated financial statements – Refer Note 34 to the Consolidated financial statements;
 - ii. The Company did not have any long-term contracts for which there were any material foreseeable losses. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses on derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv.
 - a. The management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on the audit procedures considered reasonable and appropriate in the circumstances, nothing has come to the notice that has caused to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
 - v. The company has not declared or paid any dividend during the year.
 4. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 read with Schedule V to the Act.

**For GRAND MARK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N**

**CA. BIBIN SAJAN FCA
PARTNER
Membership No: 228064
Place : Cochin
Date : 30/05/2023**

**ANNEXURE “A” TO THE
INDEPENDENT AUDITOR’S
REPORT**

(Referred to in paragraph 1, under ‘Report on Other Legal and Regulatory Requirements section of Independent Auditor’s Report of even date to the members of M/s. PRIMA AGRO LTD on the financial statements of the company for the year ended 31st March, 2023)

Based on the information and explanations sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, in terms of clause 3(xxi) of the Order, we state that:

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report under clause 3(xxi) of the Order is not applicable to the company.

For **G R A N D M A R K & ASSOCIATES**
CHARTERED ACCOUNTANTS
FRN: 011317 N

CA. BIBIN SAJAN, FCA
PARTNER
Membership No: 228064
Place : Cochin
Date : 30/05/2023

**ANNEXURE “B” TO THE
INDEPENDENT AUDITOR’S
REPORT**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirement’ section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”).

We have audited the internal financial controls over financial reporting of Prima Agro Limited as on March 31, 2023 in conjunction with our audit of the Consolidated Ind AS financial

statements of the company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls.

The Company’s management is responsible for establishing and maintaining internal financial control based on the internal control over financial reporting criteria the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial

controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposal of the company's assets that could have material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls system over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For G R A N D M A R K & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N**

**CA. BIBIN SAJAN FCA
PARTNER
Membership No: 228064
Place : Cochin
Date: 30/05/2023**

PRIMA AGRO LIMITED
(CIN: L15331KL1987PLC004833)

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2023

(Rs. in Thousands)

	Particulars	Note No.	As at 31st March 2023	As at 31st March 2022
	ASSETS			
(1)	Non-Current Assets			
	(a) Property, Plant and Equipment	1	46,188.88	36,096.77
	(b) Capital Work in Progress	1	1,848.81	5,076.49
	(c) Biological Assets other than bearer plants	1	65.65	50.50
	(d) Financial Assets			
	(i) Investments	2	10,224.56	10,224.56
	(ii) Others	3	1,528.52	1,461.20
	(e) Deferred Tax Asset		-	-
	(f) Other Non-Current Assets	4	45,648.08	45,686.77
(2)	Current Assets			
	(a) Inventories	5	677.64	1,117.48
	(b) Financial Assets			
	(i) Investments	2	1,31,840.26	1,29,517.04
	(ii) Trade Receivables	6	3,533.73	3,150.95
	(iii) Cash and Cash Equivalents	7	5,634.84	4,252.67
	(iv) Bank Balance other than (iii) above	7	2,553.60	2,438.65
	(c) Current Tax Assets (Net)		4,057.08	739.84
	(d) Other Current Assets	8	2,782.69	2,288.84
	Total Assets		2,56,584.34	2,42,101.77
	EQUITY AND LIABILITY			
	Equity			
	(a) Equity Share Capital	9	51,949.00	51,949.00
	(b) Other Equity	10	1,03,013.60	84,218.48
	Liabilities			
(1)	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	11	65,511.10	66,311.95
	(b) Provisions	12	13,855.52	14,825.14
	(c) Deferred Tax Liabilities		4,766.09	4,319.13
	(d) Other Non-Current Liabilities	13	-	596.02
(2)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Trade Payables	14	12,283.74	15,360.56
	(ii) Other Financial Liabilities	15	3,095.85	2,751.27
	(b) Other Current Liabilities	16	2,109.44	1,770.22
	Total Equity and Liabilities		2,56,584.34	2,42,101.77

The accompanying significant accounting policies and notes form an integral part of the standalone financial statements

As per our report of even date attached

For PRIMA AGRO LIMITED

For G R A N D M A R K & ASSOCIATES

CHARTERED ACCOUNTANTS

FRN: 011317N

S K GUPTA
Chairman & M.D
DIN:00248760

SWATI GUPTA
Deputy Managing Director
DIN:00249036

SADASIVAN PILLAI V.R
Company Secretary
PAN:AKFPS4298F

CA BIBIN SAJAN, FCA
PARTNER
Membership No: 228064

Place : Cochin
Date : 30/05/2023

PRIMA AGRO LIMITED
(CIN: L15331KL1987PLC004833)

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Thousands)

	Particulars	Note No.	For the year ended 31st March 2023	For the year ended 31st March 2022
I	Revenue from Operation	17	1,37,774.79	1,63,905.68
II	Other Income	18	13,346.89	15,056.07
III	Total Revenue (I+II)		1,51,121.68	1,78,961.76
IV	Expenses :			
	Cost of Materials Consumed	19	8,319.90	8,681.52
	Change in Inventories of Finished Goods, Work in Progress and Stock in Trade	20	439.84	(252.20)
	Employee Benefit Expenses	21	39,603.51	42,919.67
	Finance Costs	22	558.51	478.96
	Depreciation & Amortization Expenses	1	7,548.44	6,578.73
	Other Expenses	23	70,195.40	81,105.62
	Total Expenses		1,26,665.60	1,39,512.31
V	Profit before Exceptional Items & Tax (III-IV)		24,456.07	39,449.45
VI	Add: Exceptional Items	24	426.75	158.70
	Add: Prior Period Items		3.36	-
VII	Profit before Tax (V+VI+VII)		24,886.18	39,608.15
VIII	Tax Expense :			
	(1) Current Tax		6,500.00	12,000.00
	(2) Short/Excess Provision of Tax		(855.90)	(84.56)
	(3) Deferred Tax		446.95	2,204.30
IX	Profit/(Loss) for the Period (VIII-IX)		18,795.13	25,488.41
X	Other Comprehensive income			
XI	Earning Per Equity Share :			
	(1) Basic		2.46	3.75
	(2) Diluted		2.46	3.75

For PRIMA AGRO LIMITED

As per our report of even date attached
For GRAND MARK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

S K GUPTA
Chairman & M.D
DIN:00248760

SWATI GUPTA
Deputy Managing Director
DIN:00249036

SADASIVAN PILLAI V.R
Company Secretary
PAN:AKFPS4298F

CA BIBIN SAJAN, FCA
PARTNER
Membership No: 228064

Place : Cochin

Date : 30/05/2023

PRIMA AGRO LIMITED
(CIN: L15331KL1987PLC004833)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2023

(Rs. in Thousands)

Particulars		For the year ended 31st March 2023		For the year ended 31st March 2022	
A	Cash Flow from Operating Activities				
	Profit Before Tax as per Statement of Profit and Loss		24,886.18		39,608.15
	Adjustments for:				
	Depreciation and amortisation of Non-current assets	7,548.44		6,578.73	
	Finance Costs	558.51		478.96	
	Interest Income	(374.06)		(444.59)	
	Loss/(Profit) on sale of Property, Plant & Equipment	(426.75)		(158.70)	
	Loss/(Profit) on sale of Investment	(416.02)		(347.59)	
	Loss/(Gain) on restatement of Investment	(4,058.40)		(13,290.37)	
	Loss/(Gain) on re-measurement of livestock	(15.15)			
	Provision for Employee Benefit	(969.62)		3,504.89	
			1,846.95		(3,678.66)
	Operating Profit before Working Capital Changes		26,733.13		35,929.49
	Movement in Working Capital:				
	(Increase)/Decrease in Inventory	439.84		(252.20)	
	(Increase)/Decrease in Trade Receivables	(382.78)		920.69	
	(Increase)/Decrease in Other Current Assets	(493.85)		300.19	
	Increase/(Decrease) in Trade Payables	(3,076.82)		1,591.03	
	Increase/(Decrease) in Other Financial Liabilities	344.58		31.87	
	Increase/(Decrease) in Other Current Liabilities	339.22	(2,829.80)	148.63	2,740.21
	Cash Generated from Operations		23,903.33		38,669.70
	Less: Income Tax Paid(Net of refund)		8,961.34		(13,238.45)
	Net Cash Flow from/(used in) Operating Activity		14,942.00		25,431.26
B	Cash Flow from Investing Activities				
	Interest Received	374.06		444.59	
	Proceeds from sale of Property, Plant & Equipment	2,605.74		230.00	
	Payments for Property, Plant & Equipment	(19,819.53)		(8,161.87)	
	(Increase)/Decrease in Capital Work-In-Progress	3,227.68		-	
	(Increase)/Decrease in Livestock	-		-	
	(Addition)/Repayment of Advance Given	38.68		(7,111.66)	
	(Increase)/Decrease in Bank Deposit(Long Term)	(67.32)		(48.57)	
	(Increase)/Decrease in Other Non Current Liabilities	(596.02)		-	
	(Addition)/Repayment in Investments	2,151.20		(13,091.96)	
	Net Cash Flow from/(used in) Investment Activity		(12,085.51)		(27,739.47)
C	Cash Flow from Financing Activities				
	Interest Paid		(558.51)		(478.96)
	Addition/(Repayment) of Borrowings		(800.86)		1,550.98
	Addition/(Repayment) of Advance Taken				
	Net Cash Flow from/(used in) Financing Activity		(1,359.37)		1,072.02
D	Net Increase/(Decrease) in Cash & Cash Equivalents		1,497.12		(1,236.19)
E	Opening Balance of Cash & Cash Equivalents		6,691.32		7,927.52
F	Closing Balance of Cash & Cash Equivalents		8,188.44		6,691.32

Notes:

- Cash and Cash Equivalents include Cash in Hand, Balance with Banks on Current Accounts and Deposit Accounts
- The above cash flow statement has been prepared under the "Indirect Method" as set out in the Accounting Standard on Cash Flow Statement (Ind AS-7) issued by the Institute of Chartered Accountants of India.
- Previous year figures have been rearranged/regrouped wherever necessary
- This is the Cashflow Statement referred to in our report of even date.

For PRIMA AGRO LIMITED

As per our report of even date attached
For GRAND M A R K & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

S K GUPTA
Chairman & M.D
DIN:00248760

SWATI GUPTA
Deputy Managing Director
DIN:00249036

SADASIVAN PILLAI V.R
Company Secretary
PAN:AKFPS4298F

CA BIBIN SAJAN, FCA
PARTNER
Membership No: 228064

Place : Cochin
Date : 30/05/2023

PRIMA AGRO LIMITED
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2023

A. EQUITY SHARE CAPITAL

(Rs. in Thousands)

For the year ended 31st March 2022			For the year ended 31st March 2023		
Balance at the beginning of the reporting period, i.e., 1st April 2021	Changes in equity share capital during the year 2021-22	Balance at the end of the reporting period, i.e., 31st March 2022	Balance at the beginning of the reporting period, i.e., 1st April 2022	Changes in equity share capital during the year 2022-23	Balance at the end of the reporting period, i.e, 31st March 2023
51,949.00	-	51,949.00	51,949.00	-	51,949.00

B. OTHER EQUITY

(Rs. in Thousands)

	Reserves and Surplus				Total
	Capital Reserve	Capital Subsidy	Investment Allowance Reserve	Retained Earnings	
As on 31st March 2022					
Balance at the beginning of the reporting period, i.e., 1st April 2021	1,22,499.52	3,268.35	1,850.00	(68,887.79)	58,730.07
Total Comprehensive Income for the year	-	-	-	25,488.41	25,488.41
Balance at the end of the reporting period, i.e., 31st March 2022	1,22,499.52	3,268.35	1,850.00	(43,399.39)	84,218.48
As on 31st March 2023					
Balance at the beginning of the reporting period, i.e., 1st April 2022	1,22,499.52	3,268.35	1,850.00	(43,399.39)	84,218.48
Total Comprehensive Income for the year	-	-	-	18,795.13	18,795.13
Balance at the end of the reporting period, i.e., 31st March 2023	1,22,499.52	3,268.35	1,850.00	(24,604.26)	1,03,013.60

For PRIMA AGRO LIMITED

As per our report of even date attached
For GRAND MARK & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

S K GUPTA
Chairman & M.D
DIN:00248760

SWATI GUPTA
Deputy Managing Director
DIN:00249036

SADASIVAN PILLAI V.R
Company Secretary
PAN:AKFPS4298F

CA BIBIN SAJAN, FCA
PARTNER
Membership No: 228064

Place : Cochin
Date : 30/05/2023

PRIMA AGRO LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023

Note No. 1
Disclosure pursuant to Division II Part I Note A(I) of Schedule III
Property, Plant & Equipment

Cost or Deemed Cost	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological Asset
Gross Carrying Value as at 31st March 2022	4,202.20	58,647.11	93,209.13	1,100.42	16,984.55	4,165.02	9.35	4,769.83	1,83,087.61	5,076.49	5,076.49	50.50	50.50
Additions		8,882.44	6,794.29		3,492.23	390.35		260.23	19,819.53	1,848.81	1,848.81	15.15	15.15
Disposals		1,985.74			1,743.44				3,729.18	5,076.49	5,076.49		
Transfer/ Adjustments		-							-				
Gross Carrying Value as at 31st March 2023	4,202.20	65,543.81	1,00,003.42	1,100.42	18,733.34	4,555.37	9.35	5,030.05	1,99,177.97	1,848.81	1,848.81	65.65	65.65

Accumulated Depreciation	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological Asset
Accumulated Depreciation as at 31st March 2022	-	38,437.75	88,652.08	1,031.33	10,512.68	3,707.16	8.98	4,640.85	1,46,990.84	-	-	-	-
Depreciation Expense		25,13,102.67	16,27,514.36	14,633.81	29,83,751.03	2,45,163.56	-	1,64,273.74	75,48,439.18	-	-	-	-
Deductions/ Adjustments					15,50,187.54				15,50,187.54	-	-	-	-
Accumulated Depreciation as at 31st March 2023	-	25,51,540.42	17,16,166.44	15,665.14	14,44,076.18	2,48,870.72	8.98	1,68,914.60	61,45,242.48	-	-	-	-

Net Carrying Value	Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Cycle	Computer	Total Property, Plant & Equipment	Building Work-In-Progress	Total Capital Work-In-Progress	Livestock	Total Biological Asset
Net Carrying Value as at 31st March 2022	4,202.20	20,209.36	4,557.05	69.09	6,471.87	457.85	0.37	128.97	36,096.77	5,076.49	5,076.49	50.50	50.50
Net Carrying Value as at 31st March 2023	4,202.20	(24,85,996.60)	(16,16,163.02)	(14,564.72)	(14,25,342.84)	(2,44,315.36)	0.37	(1,63,884.55)	(59,46,064.51)	1,848.81	1,848.81	65.65	65.65

The title deeds of Vehicles has been hypothecated for financing part of their purchase cost.

Note No. 2

(Rs. in Thousands)

Investments	As at 31st March 2023	As at 31st March 2022
	(₹)	(₹)
(i) Non Current Investments		
<i>Investments Carried at Cost</i>		
(a) Investment in Equity Instruments	10,205.46	10,205.46
(b) Investments in Government or Trust securities	19.10	19.10
Aggregate amount of Unquoted Investments	10,224.56	10,224.56
(ii) Current Investments		
<i>Investments designated as Fair Value Through Profit and Loss</i>		
(a) Investment in Mutual Funds (Reliance Mutual Fund)	1,31,840.26	1,29,517.04
	(Cost- 10,60,87,878.20)	(Cost- 10,44,91,587.23)
Aggregate amount of Quoted Investments	1,31,840.26	1,29,517.04
Total	1,42,064.82	1,39,741.60

Note No. 3

(Rs. in Thousands)

Other Financial Assets	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
Bank Deposits with more than 12 months maturity	1,528.52	1,461.20
Total	1,528.52	1,461.20

Note No. 4

(Rs. in Thousands)

Other Non-Current Assets	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
Advance other than capital advance (Unsecured, considered good)		
(a) Security Deposits	3,284.25	3,116.19
(b) Advances to Related Parties	42,329.83	42,536.58
<i>(Rate of interest and term of repayment not defined)</i>	-	
(c) Other Advances	34.00	34.00
	-	
Total	45,648.08	45,686.77

Advances due by:

(Rs. in Thousands)

Particulars	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
(a) Directors		
(b) Other officers of the Company		
(c) Firm in which director is a partner		
(a) Private Company in which director is a director/member	28.20	134.94
	28.20	134.94

Note No. 5

(Rs. in Thousands)

Inventories	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
Stores and Consumables	677.64	1,117.48
Total	677.64	1,117.48

Note No. 6

(Rs. in Thousands)

Trade Receivables	As at 31st March 2023	As at 31st March 2022
	(`)	(`)

(a) Secured, considered good		
(b) Unsecured, considered good		
(c) Doubtful		
Less: Provision for doubtful debts		
<i>Outstanding for following periods from due date of payment:</i>		
(a) Less than 6 months	3,533.73	3,150.95
Total	3,533.73	3,150.95

Note No. 7

(Rs. in Thousands)

Cash & Cash Equivalents	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
Cash & Bank Balances		
(a) Cash on hand	72.60	37.96
(b) Balances with Banks*	5,562.25	4,214.71
	5,634.84	4,252.67
Other Bank Balances		
(b) Margin Money (SBI) Acc No 33634745155	2,553.60	2,438.65
	2,553.60	2,438.65
Total	8,188.44	6,691.32

(Rs. in Thousands)

Balance with Banks	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
State Bank of India -30075189235	1,762.51	90.26
State Bank of India -36553503236	32.60	90.64
ICICI Bank-115905000004	510.02	471.76
State Bank of India-67093527214	28.26	22.34
ICICI Bank-265505000306	110.60	159.24
ICICI Bank-626405016348	2,993.64	3,142.77
Indian Overseas Bank -149602000000353	124.62	237.71
Total	5,562.25	4,214.71

Note No. 8

(Rs. in Thousands)

Other Current Assets	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
(a) Advance other than capital advance <i>(Unsecured, considered good)</i>	1,946.91	1,474.16
(b) Others	835.77	814.68
Total	2,782.69	2,288.84

Note No. 9

Equity Share Capital	As at 31st March 2023		As at 31st March 2022	
	No.	Amount (')	No.	Amount (')
Authorized				
70,00,000 Equity Shares of Rs. 10 each	7,000.00	70,000.00	7,000.00	70,000.00
	7,000.00	70,000.00	7,000.00	70,000.00
Issued, Subscribed & Paid up				
51,94,900 Equity Shares of Rs. 10 each	5,194.90	51,949.00	5,194.90	51,949.00
Subscribed but not fully Paid up				

Reconciliation of the number of shares outstanding

Particulars	As at 31st March 2023		As at 31st March 2022	
	No.	(')	As at 31st March 2022	(')
Shares outstanding at the beginning of the year	5,194.90	51,949.00	5,194.90	51,949.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	5,194.90	51,949.00	5,194.90	51,949.00

Shareholding of Promoters

Shares held by Promoters at the end of the year	As at 31st March 2023		% Change during the Year	As at 31st March 2022	
	No. of shares	% of Total Shares		No. of shares	% of Total Shares
Promoter Name					
Sajjan Kumar Gupta	183.00	3.52%	0.00%	1,83,000.00	3522.69%
Sarita Jindal	25.00	0.48%	0.00%	25,000.00	481.24%
Sushila Gupta	211.80	4.08%	0.00%	2,11,799.00	4077.06%
Dimple Agarwala	24.64	0.47%	0.00%	24,638.00	474.27%
Swati Gupta	323.03	6.22%	1.53%	2,43,556.00	4688.37%
Karishma Gupta	36.22	0.70%	0.00%	36,215.00	697.13%
Kushagra Gupta	201.20	3.87%	3.87%	-	0.00%

Details of Shares holders holding more than 5% shares

Name of Shareholder	As at 31st March 2023		As at 31st March 2022	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ayyappa Roller Flour Mills Ltd	485.47	9.35%	478.46	9.21%
Ayyappa Real Estate (P) Ltd	274.33	5.28%	274.30	5.28%
Swati Gupta	323.03	6.22%	243.56	4.69%

(Rs. in Thousands)

Note No. 10

	Reserves & Surplus	As at 31st March 2023	As at 31st March 2022
		(`)	(`)
a	Capital Reserves		
	Opening Balance	1,22,499.52	1,22,499.52
	(+) Current Year Transfer		
	(-) Written Back in Current Year		
	Closing Balance	1,22,499.52	1,22,499.52
b	Capital Subsidy		
	Opening Balance	3,268.35	3,268.35
	(+) Current Year Transfer		-
	(-) Written Back in Current Year		-
	Closing Balance	3,268.35	3,268.35
c	Investment Allowance Reserve		
	Opening Balance	1,850.00	1,850.00
	(+) Current Year Transfer		-
	(-) Written Back in Current Year		-
	Closing Balance	1,850.00	1,850.00
d	Retained Earnings		
	Opening balance	(43,399.39)	(68,887.79)
	(+) Net Profit/(Net Loss) For the current year	18,795.13	25,488.41
	(+) Transitional Adjustment	-	
	Closing Balance	(24,604.26)	(43,399.39)
	Total	1,03,013.60	84,218.48

Note No. 11

(Rs. in Thousands)

Borrowings	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
Secured		
(a) Term Loans from Banks & Others		
1. Daimler Financial Services India Private Limited <i>(Secured on Hypothecation of Mercedes - Benz, Interest Rate-7.36 %, Repayment Terms- Payable in 60 EMI of Rs.1,19,833/- each commencing on 1st January 2021)</i>	2,354.38	3,570.04
2. ICICI Car Loan- Hyundai I20 KL41S4005 <i>(Secured on Hypothecation of Hyundai I20 , Interest Rate-7.50 %, Repayment Terms- Payable in 60 EMI of Rs.22,129.00/- each commencing on 5th November 2021)</i>	621.84	832.11
3. ICICI Car Loan-Volkswagen <i>(Secured on Hypothecation of Volkswagen Virtus , Interest Rate-7.70 %, Repayment Terms- Payable in 60 EMI of Rs.37,801.00/- each commencing on 5th August 2022)</i>	1,329.84	-
4. ICICI Vehicle Loan Ace <i>(Secured on Hypothecation of TATA Ace , Interest Rate-8.75 %, Repayment Terms- Payable in 60 EMI of Rs.11,547.00/- each commencing on 7th June 2022)</i>	153.14	-
5. ICICI Car Loan Tata Tiago <i>(Secured on Hypothecation of Tiago , Interest Rate-7.70 %, Repayment Terms- Payable in 60 EMI of Rs.12,513.00/- each commencing on 5th August 2022)</i>	440.19	-
	4,899.39	4,402.15
(b) Other Loans		
Unsecured		
Liability Component of Compound Financial Instruments		
Ayyappa Roller Flour Mills Limited <i>(60,00,000 Cumulative Redeemable Preference Shares of Rs.10 each, Interest Rate-10%, Period of Redemption-13 Years, Redemption Date-11th April 2026) (Authorized-100,00,000 Cumulative Preference Shares of Rs.10 each)</i>	60,000.00	60,000.00
(c) Loans and advances from related parties		
Prima Industries Ltd. <i>(Rate of interest and term of repayment not defined)</i>	611.70	1,909.80
	60,611.70	61,909.80
Total	65,511.10	66,311.95

Note No. 12

(Rs. in Thousands)

Provisions (Non-Current)	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
a. Provision for Employee Benefits		
Gratuity	9,964.47	9,341.87
Ex gratia	3,891.05	5,483.27
Other Provisions	-	-
Total	13,855.52	14,825.14

Note No. 13

(Rs. in Thousands)

Other Non-Current Liabilities	As at 31st March 2023	As at 31st March 2022
	(`)	(`)
Unsecured		
(a) Deposits	-	596.02

Total	-	596.02
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Note No. 14

(Rs. in Thousands)

Trade Payables	As at 31st March 2023	As at 31st March 2022
	(₹)	(₹)
Others		
<i>Outstanding for following periods from due date of payment:</i>		
(a) less than 1 year	7,260.85	10,251.35
(b) 1 to 2 years	4,323.24	14.82
(c) 2 to 3 years	219.57	74.42
(d) More than 3 years	480.08	5,019.97
	-	
Total	12,283.74	15,360.56

Note: Due to micro and small suppliers

The company has not received any intimation from its vendors regarding their status under micro small and medium enterprises development Act,2006. and hence disclosures if any , required under any said Act have not been made

Note No. 15

(Rs. in Thousands)

Other Financial Liabilities	As at 31st March 2023	As at 31st March 2022
	(₹)	(₹)
(a) Current Maturities of Long - Term Debt	1,993.91	1,385.77
(b) Payable for Employee Benefits	1,101.95	1,365.50
Total	3,095.85	2,751.27

Note No. 16

(Rs. in Thousands)

Other Current Liabilities	As at 31st March 2023	As at 31st March 2022
	(₹)	(₹)
Other Advances	190.86	190.86
Others(Statutory Dues)	1,918.58	1,579.36
Total	2,109.44	1,770.22

Note No. 17

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
a) Sale of Services	1,37,774.79	1,63,905.68
Total	1,37,774.79	1,63,905.68

Note No. 18

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
a) Interest Income	309.72	327.92
b) Interest on Income tax refund	64.34	116.67
c) Profit on Mutual Fund	416.02	347.59
d) Gain on investments carried at fair value through profit or loss	4,058.40	13,290.37
e) Discount Received	14.21	2.20
f) Insurance claim received	1,985.74	99.67
g) Other non-operating income (net of expenses directly attributable to such income)	-	18.19
h) Lease Rent	1,200.00	700.00
i) Gain on re-measurement of livestock	15.15	-
j) Income from agricultural produce (Milk)	73.00	-
k) Creditors written back	4,614.30	153.47
l) Remission of liability/deposit	596.02	
Total	13,346.89	15,056.07

Note No. 19

(Rs. in Thousands)

Cost of Materials Consumed	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
b) Purchase - Plant Spares		-
a) Purchase - Consumables and packing materials	8,319.90	8,681.52
d) Purchase Plant Spares		-
Total	8,319.90	8,681.52

Note No. 20

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
Opening stock	1,117.48	865.28
Closing stock	677.64	1,117.48
Stock Differential	439.84	(252.20)

Note No. 21

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(₹)	(₹)
(a) Salaries & Allowances	18,315.24	17,823.12
(b) Directors' Remuneration	8,100.00	7,425.00
(c) Contribution to Provident fund and other funds	1,792.00	1,705.18
(d) Staff Welfare & Other Allowances	2,919.83	5,888.19
(e) Leave Encashment	354.18	-
(e) Gratuity	622.60	1,457.88
(f) Medical Expenses	1,328.16	1,160.58
(g) Canteen Expenses	6,158.00	6,372.65
(h) Quarantine Expenses	13.50	1,087.08
Total	39,603.51	42,919.67

Note No. 22

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(₹)	(₹)
Interest on Vehicle Loan	535.60	444.56
Other borrowing costs/finance charges	22.91	34.41
Total	558.51	478.96

Note No. 23**Note 23A**

(Rs. in Thousands)

Items of income & expenditure exceeding 1% of revenue from operation or Rs.10,00,000/- whichever is higher

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(₹)	(₹)
a) Factory Expenses	17,907.56	22,731.95
b) Electricity and Fuel Charges	24,215.56	30,865.58
c) General Expenses	8,572.59	8,639.65
d) Vehicle Running Expenses	1,418.14	1,694.43
e) Directors Travelling Expenses	3,003.37	2,770.06
Total	55,117.22	66,701.67

Note 23 B**Payments to Auditors**

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(₹)	(₹)
Statutory Audit	75.00	50.00
Taxation matters	150.00	150.00
Total	225.00	200.00

Note 23 C**Other Expenses**

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
a) Business Promotion Expenses	1,024.65	1,736.48
b) Donation	62.33	340.60
c) Rent	190.80	235.40
d) Repairs to Buildings	2,402.73	2,557.32
e) Repairs to Plant & Machinery	5,053.73	6,271.86
f) Insurance	402.19	373.00
g) Rates & taxes (excluding taxes on income)	1,235.00	705.70
h) Miscellaneous expenses	1,471.54	1,171.22
i) Loss on revaluation of mutual Fund	-	-
j) Loss on shifting of mutual Fund	-	-
i) Legal & Professional fee	515.73	689.92
j) Traveling & Conveyance	508.15	122.46
k) Loss of building due to disaster	1,985.74	
l) Debtors written off	0.60	
Total	14,853.18	14,203.95
Grand Total	70,195.40	81,105.62

Note 24**Exceptional and Extraordinary items**

(Rs. in Thousands)

Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
	(`)	(`)
Profit on Sale of Car	426.75	158.70
Grand Total	426.75	158.70

Schedules to Notes forming part of Consolidated Balance Sheet

Note No.	Particulars	As at 31st March 2023	As at 31st March 2022
		(`)	(`)
Note 2(i)(a)	Investment in Equity Instruments		
	Prima Industries Limited	10,195.36	10,195.36
	Ayyappa Roller Flour Mills Limited	10.10	10.10
	Total	10,205.46	10,205.46
Note 4(a)	Security Deposit		
	Cylinder Deposit(Co)	40.52	40.52
	Earnest Money Deposit KSCSC	46.60	46.60
	Electricity Deposit	3,004.56	2,838.20
	Deposit with KSIDC	73.46	73.46
	Security Deposit - Fuel	15.00	15.00
	Security Deposit - Airtel	3.00	3.00
	Lease Deposit	54.76	54.76
	Telephone Deposit	39.55	39.55
	LPG Cylinder Deposit	6.80	5.10
	Total	3,284.25	3,116.19
Note 4(b)	Loans and Advances to Related Parties		
	Private Company		
	Prima Beverages (P) Ltd.	0.00	106.74
	Prima Alloys (P) Ltd.	28.20	28.20
		28.20	134.94
	Public Company		-
	Ayyappa Roller Flour Mills Ltd.	42,301.64	42,401.64
	PAPL Exim India Ltd.	-	0.00
	Prima Agro Limited- TVM/AFD	-	-
	Prima Credits Ltd.	-	-
	Prima Industries Ltd.	-	-
		42,301.64	42,401.64
	Total	42,329.83	42,536.58
Note 4(c)	Other Advances (Non-current)		
	Rent Advance	34.00	34.00
	Sanjay Gupta (Legal Heirs)		
	Total	34.00	34.00
Note 5	Inventories		
	(a) Stores & Spares	102.95	-
	(a) Firewood	358.23	657.17
	(b) Consumables	216.46	460.32
		Total	677.64

Note 8(a)	Others Advances (Current)		
	(i) Travel advance	45.34	42.37
	(ii) Staff Advance	857.32	375.44
	(iii) Advance for Expenses	863.35	564.72
	(iv) Other advances	180.91	491.62
	Total	1,946.91	1,474.16
Note 8(b)	Others		
	Prepaid expenses	362.48	371.50
	Input GST	-	-
	GST Receivable	-	-
	Canteen Advance	473.29	443.18
	GST Receivable	-	-
	Others(Deferred Revenue Expenditure)	-	-
	Total	835.77	814.68
	Net Current Tax		
	Provision for Tax 2020-21	-	(12,000.00)
	Provision for Tax 2021-22	-	(12,000.00)
	Provision for Tax 2022-23	(6,500.00)	-
	Income Tax 2020-21	-	9,738.81
	Income Tax 2021-22	-	8,500.00
	Income Tax 2022-23	7,500.00	-
	TDS Receivable 2020-21	-	2,824.20
	TDS Receivable 2021-22	-	3,665.65
	TCS Receivable 2021-22	-	11.18
	TDS Receivable 2022-23	3,039.16	-
	TCS Receivable 2022-23	17.92	-
		Total	4,057.08
Note 13(a)	Deposits - Unsecured		
	Security Deposit	-	596.02
	Total	-	596.02
Note 15(a)	Current Maturities of Long Term Debts		
	(ii) Car Loan - Tata Ace	119.43	-
	(iii) Car Loan - Celerio KL41M5465	-	30.50
	(iv) Car Loan - Celerio KL41M5485	-	30.50
	(viii) Car Loan - New Benz 2019-20	-	-
	(v) Car Loan - New Benz 2020-21	1,215.66	1,129.64
	(vi) Car Loan Hyundai I20 KL41S4005	210.27	195.12
	(vii) Car Loan Volkswagen Polo	336.99	-
	(viii) Car Loan Tiago	111.55	-
		Total	1,993.91

Note 15(b)	Payable for Employee Benefits		
	Salary Payable	878.55	959.04
	Director's remuneration payable	223.40	406.47
	Total	1,101.95	1,365.50
Note 16	Other Advances		
	KSE	55.00	55.00
	Nassar	103.17	103.17
	M R Associates	32.69	32.69
		190.86	190.86
	Others (Statutory Dues)		
	PF Payable	190.76	199.12
	ESI Payable	54.18	64.66
	GST Payable	550.93	345.35
	TDS Payable	1,122.72	970.23
		1,918.58	1,579.36
	Total	2,109.44	1,770.22

Note No.	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
		(₹)	(₹)
Note 17(a)	Processing Charges		
	Cattle feed - Processing charges	1,35,375.75	1,60,883.59
	Cattle Feed - Loading/Fuel Charges Recovery	2,229.68	2,662.23
	Cattle feed - Weigh bridge receipts	150.99	359.86
	Scrap sales	18.37	-
	Total	1,37,774.79	1,63,905.68
Note 21(c)	Contribution to Provident Funds and Other Funds		
	ESI - Employer Contribution	583.52	585.40
	PF - Employer Contribution	1,197.05	1,119.77
	LWF - Labour Welfare Fund Contribution	11.44	
	Total	1,792.00	1,705.18
Note 21(d)	Staff Welfare Expenses		
	Staff Welfare Expenses	42.23	110.45
	Ex-Gratia to Employees	2,877.60	5,777.74
	Total	2,919.83	5,888.19
Note 23 A(a)	Factory Expenses		
	Freight inward	141.42	134.08
	General Expenses (Factory)	9,734.54	9,911.63
	Research & Developments	258.22	342.24
	Production Expenses	7,543.19	11,620.03
	Fire wood Expenses (Boiler)	230.18	723.96
	Total	17,907.56	22,731.95
Note 23 A(b)	Electricity and Fuel charges		
	Fuel for Boiler	7,488.33	12,380.87
	Diesel for Generator	699.12	551.16
	Electricity Charges	16,028.11	17,933.56
	Total	24,215.56	30,865.58
Note 23 A(c)	General Expenses		
	General Office Expenses	8,571.06	8,638.76
	Interest and Damage	1.53	0.89
	Total	8,572.59	8,639.65
Note 23 C(d)	Repairs to Buildings		
	Repairs & Maintenance - Building	982.33	1,003.18
	Repairs & Maintenance - Electrical General	863.26	477.07
	Repairs & Maintenance - General	494.00	455.83
	Repairs & Maintenance - Others	63.15	621.24
	Total	2,402.73	2,557.32

Note 23 C(e)	Repairs to Plant & Machinery		
	Repairs & Maintenance - (P/M)	3,984.06	5,155.31
	Repairs & Maintenance - Boiler	482.00	510.00
	Repairs & Maintenance - Weigh Bridge	397.27	406.55
	Repairs & Maintenance - Genset	190.40	200.00
	Total	5,053.73	6,271.86
Note 23 C(g)	Rates & Taxes (Excluding Taxes on Income)		
	Corporation Tax	-	46.89
	Fees and Taxes	706.07	483.45
	Fees , Tax & License (Factory)	414.24	156.27
	Professional Tax	67.80	19.09
	Total	1,188.11	705.70
Note 23 C(h)	Miscellaneous Expenses		
	Advertisement charges	53.49	72.88
	AMC Charges	211.21	112.59
	Cleaning Expenses	117.00	52.72
	Computer Expenses	92.93	41.38
	Festival Expenses	163.39	85.26
	Postage & Telegram	45.13	55.40
	Printing & Stationery	106.32	123.86
	ROC filing fees	-	-
	Subscription & Periodicals	65.65	55.72
	Telephone charges	246.09	227.93
	Temple expenses	106.24	94.79
	Water Charges	123.39	120.97
	Miscellaneous expense	109.56	127.71
Quarantine Expenses	-	-	
	Total	1,440.38	1,171.22
Note 23 C(i)	Travelling & Conveyance		
	Travelling & Conveyance	454.12	113.03
	Travelling & Conveyance (Marketing)	3.22	-
	Travelling Expenses (Factory)	50.81	9.43
	Total	508.15	122.46

Sub Schedules to Consolidated Statement of Profit & Loss

Note No	Particulars	For the year ended 31st March 2023	For the year ended 31st March 2022
		(`)	(`)
Note 19	Purchases		
	Purchase - Consumables	1,863.34	1,714.32
	Purchase - Store Consumables	6,456.56	6,967.20
	Total	8,319.90	8,681.52
Note 23 A a (i)	Freight Inward		
	Freight inward	141.42	134.08
	Total	141.42	134.08
Note 23 A a (iv)	Production Expenses		
	Wages	5,704.50	6,072.70
	Production Incentive	-	4,299.58
	Loading & Unloading	23.42	33.96
	Weighbridge Expenses	1,815.27	1,213.79
	Total	7,543.19	11,620.03
Note 21 (g)	Canteen Expenses		
	Canteen Expenses - General	3,563.86	3,651.19
	Canteen Expenses - Staff	2,594.14	2,721.47
	Total	6,158.00	6,372.65

PRIMA AGRO LIMITED
SIGNIFICANT ACCOUNTING POLICIES &
NOTES FORMING PART OF ACCOUNTS

NOTE 1-GENERAL INFORMATION

Prima Agro Ltd is a Cochin based Public Limited Company, established in 1987, comprising units engaged in the business of manufacturing compounded animal feed and is having its Registered Office in Cochin. The company went public in 1993 and its shares are listed in major Stock Exchanges in India.

The business entities in the Prima group were promoted by the family of Mr. Sajjan Kumar Gupta, who migrated to Cochin around 50 years back from Rajasthan. A born entrepreneur, Mr. Sajjan Kumar Gupta, whose family was in the business of Flour Mills, developed his business skills over a period of time. In 60s and 70s, the S.K.Gupta family members had flour mills, practically, all over India. They were also actively engaged in trading of commodities and downstream products. Mutually agreed family partitions helped the individual brothers to develop their own family group.

Prima Agro Limited is a listed company in BSE, having paid up capital of Rs 11.19 crores.

NOTE 2- BASIS OF PREPARATION OF FINANCIAL STATEMENTS

2.1 Basis of preparation and measurement

1. Basis of preparation

The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016 except for defined employee benefit plans not being accounted in the manner laid down under Ind AS 19 "Employee Benefits".

For all periods up to and including the year ended March 31, 2017, the company prepared its financial statements in accordance with the accounting standards notified under the Section 133 of the Companies Act, 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP).

All amounts included in the financial statements are reported in Indian Rupees rounded off to 2 Decimals.

2. Basis of Measurement

The financial statements have been prepared on an accrual basis and in accordance with the historical cost convention, unless otherwise stated. These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realization/settlement within twelve months period from the balance sheet date.

2.1 KEY ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements required the management to exercise judgment and to make estimates and assumptions. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future period.

The areas involving critical estimates or judgments are:

2.1.1 Depreciation and Amortization

Depreciation and amortization is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments, competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortization charges.

2.1.2 Employee Benefits

The scheme of Gratuity covers gratuity liability of the employees including past services. The annual premium has been charged to Profit and Loss Account on accrual basis as per Company's own computation. The computation as per paragraph 50 of Ind AS 19 "Employee Benefits" has not been applied for accounting for gratuity.

2.1.3 Provisions & Contingencies

Provisions and contingencies are based on the Management's best estimate of the liabilities based on the facts known at the balance sheet date.

2.1.4 Fair Valuation

Fair Value is the market value measurement of observable market transactions or available market information.

2.2 FUNCTIONAL & PRESENTATION CURRENCY

The functional and presentation currency of the Company is the Indian Rupee (₹).

2.3 SIGNIFICANT ACCOUNTING POLICIES

a. Property, Plant and Equipment

Subsequent to Transition

- i. Recognition and measurement: Property, plant and equipment are carried at cost of acquisition less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure related to an item of fixed asset are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All repairs and maintenance are charged to the Statement of Profit and Loss during the financial year in which they are incurred.
- ii. Depreciation: Land is not depreciated. Depreciation of other items of Property, Plant and Equipment are provided on a written down value basis over the estimated useful life of the asset or as prescribed in Schedule II to the Companies Act, 2013. Estimated useful life of items of property, plant and

equipment are as follows:

<u>Type of Asset</u>	<u>Estimated Useful Life</u>
Building :	30 Years
Plant & Equipment	:15 Years
Furniture & Fixtures	:10 Years
Vehicles (2 wheelers)	:10 Years
Vehicles (Others)	: 8 Years
Office Equipment's	: 5 Years
Computer (End User Devices)	:3 years
Computer (Others)	: 6 Years
Cycle	: 5 Years

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognized within exceptional items in the Income statement.

b. Biological Asset

Biological Asset includes livestock which is recognized at fair value less cost to sell as per provisions of Ind AS 41 "Agriculture".

c. Financial Assets

- i. Financial assets at amortized cost - Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.

They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets at amortized cost are represented by trade receivables, cash and cash equivalent, employee advances and other advances.

The Company has fixed deposits held under a bank guarantee of Rs. 15,28,520 having renewal period less than 6 months. Since the management do not intend it to be realized within 12 months from the Balance Sheet date owing to recurring nature of bank Equity investments - Investment in associates are stated at cost.

- ii. Financials assets at fair value through OCI-Financial assets that are held within a

business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognized in the Statement of Profit and Loss. On de-recognition, cumulative gain or loss previously recognized in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

- iii. Financial assets at fair value through profit and loss - A financial asset not classified as either amortized cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognized as 'other income' in the Statement of Profit and Loss. These include funds invested in mutual funds.
- iv. Impairment of Financial Assets - The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

d. Financial Liabilities

i. Initial recognition and measurement

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortized cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially

recognized at fair value and subsequently, these liabilities are held at amortized cost, using the effective interest rate method.

ii. Subsequent measurement

Financial liabilities are subsequently measured at amortized cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.

iii. De-recognition

A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expires. The difference between the carrying value of the financial liability and the consideration paid is recognized in Statement of profit and loss.

e. Financial Liabilities- Preference Share Capital

The Company has outstanding Cumulative Redeemable Preference shares of Rs.6,00,00,000.00. Being redeemable in nature it is classified as Financial liabilities. They are recognized at issue price instead of amortized cost. The dividend for the same was not provided from its initial recognition. The management had agreed with the Preference Shareholders for payment of cumulative dividend on maturity. The entity has not recognized any financial liabilities with regard to the same.

f. Inventories

Inventories are valued at cost or net realizable value whichever is lower, cost being determined on First-in First Out (FIFO) method.

g. Employee Benefits

The Company operates various post-employment schemes. Contribution to defined contribution schemes like Provident Fund (PF) is accounted for on accrual basis. Post retirement defined benefits (gratuity) as provided by the Company in accordance with provisions of Income Tax Act 1961.

h. Provision -

Provisions are recognized when the Group

has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

i. Income Tax

- i. Current Income Tax - Provision for current tax is made based on the liability computed in accordance with the relevant tax rates and tax laws.
- ii. Deferred Tax – Deferred tax is recognized on all timing differences between accounting income and taxable income for the year, and quantified using the tax rates and laws enacted or subsequently enacted as on the Balance Sheet date.

The deferred tax assets are recognized and carried forward to the extent that there is a reasonable / virtual certainty as the case may be that sufficient taxable income will be available against which such deferred tax assets can be realized.

j. Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipt or payments and item of income or expense associated with investing or financing cash-flows. The cash flow from operating, investing and financing activities of the Company is segregated.

k. Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable, and is stated net of discounts and returns. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity;

and when specific criteria have been met for each of the Company's activities, as described below.

- i. Sale of Goods - Sales are recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer as per terms of contract. Income and fees from services are accounted as per terms of relevant contractual agreements/ arrangements.
- ii. Rendering of Service- recognized based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations
- iii. Interest Income - Interest income is recognized on accrual basis.

l. Borrowing Cost

Borrowing costs consist of interest, ancillary and other costs that the Group incurs in connection with the borrowing of funds and interest relating to other financial liabilities.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

m. Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company.

n. Earnings per Share

In accordance with Indian Accounting Standard (Ind AS) 33, 'Earnings per Share' issued by the Institute of Chartered Accountants of India, basic and diluted earnings per share is computed using the weighted average number of equity shares outstanding during the period.

o. Contingent Liabilities

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises

from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefit is remote.

p. Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset.

q. Events after the Reporting Period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events, if any, before authorization for issue.

Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date, if any, are not accounted, but disclosed.

ADDITIONAL NOTES FORMING PART OF ACCOUNTS

25. Information on dues to Small Scale Industrial Units.

- i) No case of suppliers, who are covered under the "interest on delayed payments to Small Scale and Ancillary Industrial Undertaking Act, 1933" has come to the notice of the Company.
- ii) The company has not received any intimation from its vendors regarding their status under micro small and medium enterprises development Act, 2006 and hence disclosures if any, required under any said Act have not been made.

26. Estimated amounts of contracts remaining to be executed on capital account and not provided for - Nil

27. Closing stock is as valued and certified by the Management of the company.

28. Balances in the accounts of debtors, creditors and financial institutions are subject to confirmation.

29. Capacity Utilization

	For the year ended	
	31 st March 2023	31 st March 2022
(a) Trivandrum		
Licensed Capacity	60,000.00	60,000.00
Installed Capacity	60,000.00	60,000.00
Actual production in MTs	34,962.00	43,690.50
(b) Edayar, Cochin		
Licensed Capacity	1,20,000.00	1,20,000.00
Installed Capacity	1,20,000.00	1,20,000.00
Actual production in MTs	70,718.50	82,799.75

30. Managerial Remuneration

(₹ in Thousands)

Name of KMP	For the year ended	
	31 st March 2023	31 st March 2022
S K Gupta	4,500.00	4,125.00
Swati Gupta	3,600.00	3,300.00

Note:- The managerial remuneration has been paid in accordance with Section II of Part II of Schedule V to the Companies Act, 2013.

31. Earnings per Share (In accordance with Ind AS 33)

(₹ in Thousands)

Particulars	For the year ended	
	31 st March 2023	31 st March 2022
Profit/(Loss) after Tax	18,795.13	25,488.41
Less: Cumulative Preference Dividend	6,000.00	6,000.00
Profit/(Loss) Attributable to Equity Shareholders	12,795.13	19,488.41
Weighted Average Number of Equity Shares (in thousands)	5,194.90	5,194.90

Earnings per Share		
- Basic	2.46	3.75
- Diluted	2.46	3.75

32. Remuneration to Auditors (excluding taxes)

(₹)

in Thousands)

	For the year ended	
	31st March 2023	31st March 2022
Statutory Audit	75.00	50.00
Taxation	150.00	150.00
Total	225.00	200.00

33. Deferred Tax Liability

(₹ in Thousands)

	For the year ended	
	31st March 2023	31st March 2022
Opening DTL/(DTA)	4,319.13	2,114.83
Add/(Less): Created/(Reversed) during the year	446.95	2,204.30
Closing DTL/(DTA)	4,766.08	4,319.13

34. Litigations

During the year 2000-01, a complaint was filed by Food Corporation of India, against the Company in the Honorable High Court of Kerala. At this time, we are unable to assess the potential financial impact on the Company of an adverse decision. And in this concern the company has executed a bank guarantee of Rs.10,00,000.00 with State Bank of India, Commercial Branch, Cochin as per the order of Honorable High Court of Kerala dated 07/04/2000 in C.M.P.18042/2000 in O.P No.10898/2000.

35. Contingent Liabilities

Claims under adjudication not acknowledged as debts: Nil

36. The Company has appointed Internal Auditors in accordance with sections 138 of the Companies Act, 2013.

37. The Company has appointed Company Secretary in accordance with the provisions of section 203 of the Companies Act, 2013.

38. Related Party Transactions

i. List of Related parties with whom transactions have taken place and relationships

Name of Related Party	Relationship
Swati Gupta S K Gupta	Key Managerial Personnel
Prima Industries Ltd	Entity in which KMP have significant influence
Ayyappa Roller Flour Mills Ltd	
Ayyappa Real Estate (P) Ltd	
Prima Alloys(P) Ltd	
PAPL Exim India Ltd	
Prima Credits Ltd	
Prima Beverages (P) Ltd	

ii. Related Party Transaction

(₹ in Thousands)

	Nature of Transaction	KMP		Entity in which KMP have significant influence	
		As at 31st March 2023	As at 31st March 2022	As at 31st March 2023	As at 31st March 2022
1	Managerial Remuneration	8,100.00	7,425.00	-	-
2	Advances Given/ (Received)	-	(232.24)	1,091.35	5,481.86
3	Outstanding Balance of Advances Given	-	82.00	41,718.13	40,626.78
4	Lease rent received	-	-	1,200.00	700.00
5	Weighbridge expense	-	-	1,815.27	1,213.79
6	Expense Payable	-	-	1,129.06	513.79

iii. Loans or Advances granted to/ taken from the following related parties are not in the ordinary course of business transactions.

(₹ in Thousands)

S N o.	Name of Associate /group Company	As at 31 st March 2023		As at 31 st March 2022	
		Granted / (Repaid/taken) during the year (Net)	Receivable/(Payable)	Granted / (Repaid) during the year (Net)	Receivable/(Payable)
1	Prima Alloy s (P) Ltd.	-	28.20	-	28.20
2	Ayyappa Roller Flour Mills Ltd.	(100.00)	42,301.64	7,935.04	42,401.64
3	Prima Beverages (P) Ltd.	(106.74)	-	10.52	106.74

iv. Loans or Advances taken from the following related party is not in the ordinary course of business transactions.

(₹ in Thousands)

S N o.	Name of Associate /group Company	As at 31 st March 2023		As at 31 st March 2022	
		(Taken) / Repaid during the year (Net)	(Payable)	(Taken)/ Repaid during the year (Net)	(Payable)
1.	Prima Industries Ltd.	1,298.10	(611.70)	(2,463.69)	(1,909.80)

V. Investment in Equity Instruments

S N o.	Name of Company	As at 31 st March 2023		As at 31 st March 2022	
		No. of Shares	Nominal Value	No. of Shares	Nominal Value
1	Prima Industries Ltd	10,19,536.00	10,195.36	10,19,536.00	10,195.36
2	Ayyappa Roller Flour Mills Ltd	1,010.00	10.10	1,010.00	10.10

39. The Company has formed an audit committee in accordance with section 177 of Companies Act, 2013.

40. The Company has entered into a lease agreement with Ayyappa Roller Flour Mills Limited in connection with operation of weighbridge the charges and revenue against

which is disclosed under Note No. 37(ii) above.

41. Disclosure of Ratios

Sl No	Ratios	Current Year	Previous Year	Percent age of Change	Reason for change
1	Current Ratio	8.64	7.22	19.66%	-
2	Debt Equity Ratio	0.66	0.78	-15.38%	-
3	Debt Service Coverage Ratio	23.79	31.56	-24.62%	-
4	Return on Equity Ratio	0.13	0.24	-45.83%	The net profit after tax of the company decreased during the year consequent to decline in turnover of the year which resulted in decrease in Return on Equity ratios.
5	Inventory Turnover Ratio	153.50	165.33	-7.16%	-
6	Trade Receivables Turnover Ratio	41.22	44.27	-6.89%	-
7	Trade Payables Turnover Ratio	0.60	0.59	1.69%	-
8	Net Capital Turnover Ratio	1.07	1.81	-40.88%	Decrease in turnover along with increase in Avg. Net Current Assets resulted in decrease in Net Capital Turnover Ratio.
9	Net Profit Ratio	0.14	0.16	-12.50%	-
10	Return on Capital Employed	0.10	0.18	-44.44%	The net profit before tax of the company decreased as compared to previous year which resulted in

					decrease in Return on Capital Employed Ratio.
11	Return on Investment	12.13	18.72	-35.20%	The net profit after tax of the company decreased as compared to previous year which resulted in decrease in Return on Investment Ratio.

42. Previous Year's figures have been regrouped or restated wherever necessary to conform to the current year's presentation.

As per our report of even date attached

For PRIMA AGRO LIMITED For GRAND MARK & SOCIATES
CHARTERED ACCOUNTANTS
FRN: 011317N

S K GUPTA SWATI GUPTA CA. BIBIN SAJAN FCA
CMD DMD PARTNER
DIN: 00248760 DIN: 00249036 M. No: 228064

Place : Cochin
Date : 30/05/2023



PRIMA AGRO LIMITED

CIN: L15331KL1987PLC004833

Registered Office: Door No: V/679-C, Industrial Development Area,
Muppathadam P O, Edayar, Cochin – 683 110

ATTENDANCE SLIP

(Please present this slip duly filled at the Meeting Venue)

I/We certify that I/We am/are a registered shareholder/proxy for the registered Shareholder of the Company and I/We hereby record my/our presence at the 36th Annual General Meeting of the Company, to be held on Friday, the 15th day of September, 2023 at 11.00 AM at the Registered Office of the Company at Door No. V /679-C, Industrial Development Area, Muppathadam P.O., Edayar, Cochin -683 110, Kerala and at any adjournment thereof.

Signature of the Shareholder(s) /Proxy's	
Shareholders/Proxy's Full Name (In Block Letters)	
Registered Folio No./DP ID/Client ID	
No. of Shares Held	

Notes:

1. Shareholder/Proxy holder wishing to attend the meeting must bring the Attendance Slip/Proxy form as the case may be and handover at the entrance duly signed.
2. Shareholder/Proxy holder attending the meeting should bring his copy of the Annual Report for reference at the meeting.
3. A Proxy need not be a member of the company.
4. In case of joint holders, the vote of the senior who tends a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.



**FORM NO. MGT –II
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L15331KL1987PLC004833**
Name of the Company : **PRIMA AGRO LIMITED**
Registered Office : **Door No. V/679-C, Industrial Development Area
Muppathadam P.O, Edayar, Cochin – 683 110**

Name of the member(s)	
Registered Address	
Email ID	
Folio No./Client ID/DP ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

1. Name : _____
Address: _____
Email ID: _____
Signature: _____ or failing him _____
2. Name : _____
Address: _____
Email ID: _____
Signature: _____ or failing him _____
3. Name : _____
Address: _____
Email ID: _____
Signature: _____ or failing him _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on Friday, the 15th day of September, 2023 at 11.00 AM at the Registered Office of the Company at Door No. V/679-C, Industrial Development Area, Muppathadam P.O., Cochin – 683 110, Kerala and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions
1	
2	
3	
4	
5	
6	

Signed this ____ day of September 2023

Signature of shareholder

Signature of Proxy Holder (s)

AffixRs.1/-
Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP TO PRIMA AGRO LIMITED

