

| General information about company                              |   |
|--|---|
| Scrip code   | 519477  |
| NSE Symbol   |   |
| MSEI Symbol  |   |
| ISIN   | INE052V01019                                  |
| Name of the entity   | CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED |
| Date of start of financial year                                | 01-04-2019                                    |
| Date of end of financial year                                  | 31-03-2020                                    |
| Reporting Quarter  | Yearly  |
| Date of Report   | 31-03-2020                                    |
| Risk management committee                                      | Not Applicable                                |
| Market Capitalisation as per immediate previous Financial Year | Any other                                     |

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

| Name of the Director | PAN        | DIN      | Category 1 of directors                  | Category 2 of directors | Category 3 of directors | Date of Birth | Whether special resolution passed? [Refer Reg. 17(1 A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
|----------------------|------------|----------|--|-------------------------|-------------------------|---------------|--|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|--|--|
| RI<br>NDRAYAN        | AFKPC6750N | 07143914 | Non-Executive - Independent Director     | Chairperson             |                         | 15-06-1959    | NA   |                                    | 30-03-2015                  | 01-10-2015             |                   | 60                             | 1  | 1   | 3  | 1  |
| IL<br>KARI           | AIEPG5564B | 00234754 | Executive Director                       | Not Applicable          | MD                      | 14-02-1986    | NA   |                                    | 01-01-2017                  |                        |                   |                                | 1  | 1   | 0  | 0  |
| INDRA<br>ATKAR       | ABRPB2869A | 00299351 | Non-Executive - Non Independent Director | Not Applicable          |                         | 20-05-1964    | NA   |                                    | 25-03-2002                  |                        |                   |                                | 1  | 1   | 3  | 0  |
| NDRAO<br>T           | AIMPR8284K | 01936684 | Non-Executive - Independent Director     | Not Applicable          |                         | 01-01-1963    | NA   |                                    | 30-03-2015                  | 30-09-2015             |                   | 60                             | 1  | 1   | 3  | 2  |

| Audit Committee Details                               |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 01936684   | ANANDRAO RAUT             | Non-Executive - Independent Director     | Chairperson             | 29-03-2018          |                   |         |
| 2   | 07143914   | GOURI CHANDRAYAN          | Non-Executive - Independent Director     | Member                  | 29-03-2018          |                   |         |
| 3   | 00299351   | RAVINDRA BORATKAR         | Non-Executive - Non Independent Director | Member                  | 29-11-2002          |                   |         |

| Nomination and remuneration committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 01936684   | ANANDRAO RAUT             | Non-Executive - Independent Director     | Chairperson             | 29-03-2018          |                   |         |
| 2   | 07143914   | GOURI CHANDRAYAN          | Non-Executive - Independent Director     | Member                  | 29-03-2018          |                   |         |
| 3   | 00299351   | RAVINDRA BORATKAR         | Non-Executive - Non Independent Director | Member                  | 29-11-2002          |                   |         |

| Stakeholders Relationship Committee                                       |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson |            |                           |  |                         | Yes                 |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors                  | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1   | 07143914   | GOURI CHANDRAYAN          | Non-Executive - Independent Director     | Chairperson             | 29-03-2018          |                   |         |
| 2   | 01936684   | ANANDRAO RAUT             | Non-Executive - Independent Director     | Member                  | 29-03-2018          |                   |         |
| 3   | 00299351   | RAVINDRA BORATKAR         | Non-Executive - Non Independent Director | Member                  | 29-11-2002          |                   |         |

| Risk Management Committee                                       |            |                           |                         |                         |                     |                   |         |
|---|------------|---------------------------|-------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Risk Management Committee has a Regular Chairperson |            |                           |                         |                         |                     |                   |         |
| Sr  | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |



| Other Committee |            |                           |                         |                         |                         |         |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |



| Annexure 1   |   |  |   |                              |  |                              |   |
|--|---|--|---|------------------------------|--|------------------------------|---|
| Annexure 1   |   |  |   |                              |  |                              |   |
| III. Meeting of Board of Directors                               |   |  |   |                              |  |                              |   |
| Disclosure of notes on meeting of board of directors explanatory |   |  |   | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| Sr   | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) |                              |  |                              |   |
| 1  | 07-11-2019  |  |   |                              | Yes  | 4                            | 2   |
| 2  | 14-11-2019  |  | 6   |                              | Yes  | 4                            | 2   |
| 3  |   | 14-02-2020   | 91  |                              | Yes  | 4                            | 2   |
| 4  |   | 17-03-2020   | 31  |                              | Yes  | 4                            | 2   |

| Annexure 1   |                                     |   |   |                         |                               |  |                              |   |
|--|-------------------------------------|---|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees                                |                                     |   |   |                         |                               |  |                              |   |
| Disclosure of notes on meeting of committees explanatory |                                     |   |   |                         |                               |  | Number of Directors present* | No. of Independent Directors attending the meeting* |
| Sr   | Name of Committee                   | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) |                              |   |
| 1  | Audit Committee                     | 14-11-2019  |   |                         |                               | Yes  | 3                            | 2   |
| 2  | Audit Committee Stakeholders        | 14-02-2020  |   |                         |                               | Yes  | 3                            | 2   |
| 3  | Relationship Committee Stakeholders | 04-10-2019  |   |                         |                               | Yes  | 3                            | 2   |
| 4  | Relationship Committee Stakeholders | 15-11-2019  | 41  |                         |                               | Yes  | 3                            | 2   |
| 5  | Relationship Committee Stakeholders | 16-12-2019  | 30  |                         |                               | Yes  | 3                            | 2   |
| 6  | Relationship Committee              | 25-02-2020  | 70  |                         |                               | Yes  | 3                            | 2   |

| Annexure 1                |   |  |   |                         |                               |  |                              |   |
|---------------------------|---|--|---|-------------------------|-------------------------------|--|------------------------------|---|
| IV. Meeting of Committees |   |  |   |                         |                               |  |                              |   |
| Sr                        | Name of Committee                         | Date(s) of meeting<br>(Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Number of Directors present* | No. of Independent Directors attending the meeting* |
| 7                         | Corporate Social Responsibility Committee | 31-01-2020   |   |                         |                               | Yes  | 3                            | 2   |

| Annexure 1  |  |                                  |  |
|---|--|----------------------------------|--|
| V. Related Party Transactions                     |  |                                  |  |
| Sr  | Subject  | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1   | Whether prior approval of audit committee obtained   | Yes                              |  |
| 2   | Whether shareholder approval obtained for material RPT   | NA                               |  |
| 3   | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                              |  |
| Disclosure of notes on related party transactions |  |                                  | Textual Information(1)   |

| Text Block             |   |
|------------------------|---|
| Textual Information(1) | <p>Audit Committee at their meeting held on 14.02.2020 had indentified the related parties with whom transactions which are of frequent/ regular/ repetative nature are transacted in normal course of business of the Company. Audit Committee have grated standing pre-approval/ omnibus approval for transactions with such related parties to be entered during the period from 01.04.2020 to 31.03.2021.</p> <p>Omnibus approval shall be valid for a period not exceeding one financial year and shall require fresh approval after the expiry of such financial year.</p> <p>Transactions entered with related parties during this quarter under the said pre-approval/ omnibus approval were reviewed by the Audit Committee.</p> |

| Annexure 1       |  |                            |
|------------------|--|----------------------------|
| VI. Affirmations |  |                            |
| Sr               | Subject  | Compliance status (Yes/No) |
| 1                | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  | Yes                        |
| 2                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee  | Yes                        |
| 3                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee                                   | Yes                        |
| 4                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee                                   | Yes                        |
| 5                | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities) | NA                         |
| 6                | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                              | Yes                        |
| 7                | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                  | Yes                        |
| 8                | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.   | Yes                        |

| Annexure 1 |                   |  |
|------------|-------------------|--|
| Sr         | Subject           | Compliance status                        |
| 1          | Name of signatory | Shilpa Bhargava                          |
| 2          | Designation       | Company Secretary and Compliance Officer |

Text Block



| Annexure II   |   |                               |  |                        |
|---|---|-------------------------------|--|------------------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) |   |                               |  |                        |
| I. Disclosure on website in terms of Listing Regulations  |   |                               |  |                        |
| Sr  | Item  | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address            |
| 1   | Details of business   | Yes                           |  | www.cianindustries.com |
| 2   | Terms and conditions of appointment of independent directors            | Yes                           |  | www.cianindustries.com |
| 3   | Composition of various committees of board of directors                 | Yes                           |  | www.cianindustries.com |
| 4   | Code of conduct of board of directors and senior management personnel   | Yes                           |  | www.cianindustries.com |
| 5   | Details of establishment of vigil mechanism/ Whistle Blower policy      | Yes                           |  | www.cianindustries.com |
| 6   | Criteria of making payments to non-executive directors                  | Yes                           |  | www.cianindustries.com |
| 7   | Policy on dealing with related party transactions                       | Yes                           |  | www.cianindustries.com |
| 8   | Policy for determining "material" subsidiaries                          | Yes                           |  | www.cianindustries.com |
| 9   | Details of familiarization programmes imparted to independent directors | Yes                           |  | www.cianindustries.com |
|   |   | Yes                           |  | www.cianindustries.com |

| Annexure II   |  |                               |  |                        |
|---|--|-------------------------------|--|------------------------|
| Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) |  |                               |  |                        |
| I. Disclosure on website in terms of Listing Regulations  |  |                               |  |                        |
| Sr  | Item   | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address            |
| 10  | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances  | Yes                           |  | www.cianindustries.com |
| 11  | email address for grievance redressal and other relevant details   | Yes                           |  | www.cianindustries.com |
| 12  | Financial results  | Yes                           |  | www.cianindustries.com |
| 13  | Shareholding pattern   | Yes                           |  | www.cianindustries.com |
| 14  | Details of agreements entered into with the media companies and/or their associates  | NA                            |  |                        |
| 15  | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes                           |  | www.cianindustries.com |
| 16  | New name and the old name of the listed entity   | Yes                           |  | www.cianindustries.com |
| 17  | Advertisements as per regulation 47 (1)  | Yes                           |  | www.cianindustries.com |
| 18  | Credit rating or revision in credit rating obtained  | NA                            |  |                        |
| 19  | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year  | Yes                           |  | www.cianindustries.com |
| 20  | Whether company has provided information under separate section on its website as per Regulation 46(2)   | Yes                           |  | www.cianindustries.com |
| 21  | Materiality Policy as per Regulation 30  | Yes                           |  | www.cianindustries.com |
| 22  | Dividend Distribution policy as per Regulation 43A (as applicable)   | NA                            |  |                        |
| 23  | It is certified that these contents on the website of the listed entity are correct  | Yes                           |  | www.cianindustries.com |

| Annexure II             |   |                        |                               |  |
|-------------------------|---|------------------------|-------------------------------|--|
| II. Annual Affirmations |   |                        |                               |  |
| Sr                      | Particulars   | Regulation Number      | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 1                       | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25 (6)      | Yes                           |  |
| 2                       | Board composition   | 17(1), 17(1A) & 17(1B) | Yes                           |  |
| 3                       | Meeting of Board of directors   | 17(2)                  | Yes                           |  |
| 4                       | Quorum of Board meeting   | 17(2A)                 | Yes                           |  |
| 5                       | Review of Compliance Reports  | 17(3)                  | Yes                           |  |
| 6                       | Plans for orderly succession for appointments   | 17(4)                  | Yes                           |  |
| 7                       | Code of Conduct   | 17(5)                  | Yes                           |  |
| 8                       | Fees/compensation   | 17(6)                  | Yes                           |  |
| 9                       | Minimum Information   | 17(7)                  | Yes                           |  |
| 10                      | Compliance Certificate  | 17(8)                  | Yes                           |  |

| Annexure II             |   |                       |                               |  |
|-------------------------|---|-----------------------|-------------------------------|--|
| II. Annual Affirmations |   |                       |                               |  |
| Sr                      | Particulars   | Regulation Number     | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 11                      | Risk Assessment & Management                            | 17(9)                 | Yes                           |  |
| 12                      | Performance Evaluation of Independent Directors         | 17(10)                | Yes                           |  |
| 13                      | Recommendation of Board                                 | 17(11)                | Yes                           |  |
| 14                      | Maximum number of Directorships                         | 17A                   | Yes                           |  |
| 15                      | Composition of Audit Committee                          | 18(1)                 | Yes                           |  |
| 16                      | Meeting of Audit Committee                              | 18(2)                 | Yes                           |  |
| 17                      | Composition of nomination & remuneration committee      | 9(1) & (2)            | Yes                           |  |
| 18                      | Quorum of Nomination and Remuneration Committee meeting | 19(2A)                | Yes                           |  |
| 19                      | Meeting of Nomination and Remuneration Committee        | 19(3A)                | Yes                           |  |
| 20                      | Composition of Stakeholder Relationship Committee       | 20(1), 20(2) & 20(2A) | Yes                           |  |

| Annexure II             |   |                              |                               |  |
|-------------------------|---|------------------------------|-------------------------------|--|
| II. Annual Affirmations |   |                              |                               |  |
| Sr                      | Particulars   | Regulation Number            | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 21                      | Meeting of Stakeholders Relationship Committee                                      | 20(3A)                       | Yes                           |  |
| 22                      | Composition and role of risk management committee                                   | 21(1),(2),(3),(4)            | NA                            |  |
| 23                      | Meeting of Risk Management Committee  | 21(3A)                       | NA                            |  |
| 24                      | Vigil Mechanism   | 22                           | Yes                           |  |
| 25                      | Policy for related party Transaction  | 23(1),(1A),(5),(6),(7) & (8) | Yes                           |  |
| 26                      | Prior or Omnibus approval of Audit Committee for all related party transactions     | 23(2), (3)                   | Yes                           |  |
| 27                      | Approval for material related party transactions                                    | 23(4)                        | Yes                           |  |
| 28                      | Disclosure of related party transactions on consolidated basis                      | 23(9)                        | Yes                           |  |
| 29                      | Composition of Board of Directors of unlisted material Subsidiary                   | 24(1)                        | NA                            |  |
| 30                      | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6)      | Yes                           |  |

| Annexure II             |   |                   |                               |  |
|-------------------------|---|-------------------|-------------------------------|--|
| II. Annual Affirmations |   |                   |                               |  |
| Sr                      | Particulars   | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
| 31                      | Annual Secretarial Compliance Report  | 24(A)             | Yes                           |  |
| 32                      | Alternate Director to Independent Director  | 25(1)             | NA                            |  |
| 33                      | Maximum Tenure  | 25(2)             | Yes                           |  |
| 34                      | Meeting of independent directors  | 25(3) & (4)       | Yes                           |  |
| 35                      | Familiarization of independent directors  | 25(7)             | Yes                           |  |
| 36                      | Declaration from Independent Director   | 25(8) & (9)       | Yes                           |  |
| 37                      | D & O Insurance for Independent Directors   | 25(10)            | NA                            |  |
| 38                      | Memberships in Committees   | 26(1)             | Yes                           |  |
| 39                      | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)             | Yes                           |  |
| 40                      | Disclosure of Shareholding by Non-Executive Directors   | 26(4)             | Yes                           |  |
| 41                      | Policy with respect to Obligations of directors and senior management   | 26(2) & 26(5)     | Yes                           |  |
|                         | Any other information to be provided - Add Notes  |                   |                               |  |

| Annexure II |                   |  |
|-------------|-------------------|--|
| 1           | Name of signatory | Shilpa Bhargava                          |
| 2           | Designation       | Company Secretary and Compliance Officer |

| Annexure II       |  |                                  |
|-------------------|--|----------------------------------|
| III. Affirmations |  |                                  |
| Sr                | Particulars  | Compliance status<br>(Yes/No/NA) |
| 1                 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                               |
|                   | Any other information to be provided   |                                  |



| Annexure II |                   |  |
|-------------|-------------------|--|
| 1           | Name of signatory | Shilpa Bhargava                          |
| 2           | Designation       | Company Secretary and Compliance Officer |

| Signatory Details     |  |
|-----------------------|--|
| Name of signatory     | Shilpa Bhargava                          |
| Designation of person | Company Secretary and Compliance Officer |
| Place                 | Nagpur                                   |
| Date                  | 14-05-2020                               |

