



29th Annual Report
2015- 16





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BOARD OF DIRECTORS

Mr. Arvind Bakde
Wholetime Directors

Dr. Shrawan Parate
Director

Mr. Ravindra Boratkar
Director

Mr. Anandrao Raut
Independent Director

Mrs. Gauri Chandrayan
Independent Director

KEY MANAGERIAL PERSONS

Mr. Suneet Pande
Chief Executive Officer

Mr. Rohan Deshpande
Company Secretary

Mr. Nitin Bedekar
Chief Financial Officer

Statutory Auditor
R. P. Kendurkar & Co.
Chartered Accountants
(Upto 10.07.2016)

P.G. Joshi & Co.
Chartered Accountants
W.e.f. 15.07.2016

Bankers

- Samruddhi Co-Operative Bank Limited
- Wardha Nagri Sahkari Adhikosh (Bank) Maryadit

Registrar & Transfer Agent
Big Share Services Private Limited

Stock Exchange

- Bombay Stock Exchange (BSE)
- Scrip Code – 519477
- Scrip Name – CIANAGRO
- ISIN – INE052V01019

Registered Office
7th Floor, Shop No. 602, B-Wing,
Shriram Shyam Tower, Kingsway
Nagpur - 440001
Tel. No.: (+)91-712-2551144/2551155
Website : www.cianindustries.com
Email : info@cianindustries.com

Works
Village Kolari Tahsil Chimur
Dist. Chandrapur - 442903

Our Presence : Nagpur, Thane, Dadar, Kolhapur, Pune, Nashik & Aurangabad

NOTICE

Notice is hereby given that **Twenty Ninth Annual General Meeting of Cian Agro Industries & Infrastructure Limited (Formerly known as Umred Agro Complex Limited)**, will be held on **Thursday, September 29, 2016 at 10.00 a.m.** at the Registered Office of the Company at 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Kingsway, Nagpur - 440 001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016 and the Statement of Profit & Loss Account for the year ended on that date together with the Reports of Directors and Auditors, thereon.
2. To appoint a Director in place of Shri Shrawan Parate (DIN 00236098) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by Board of Directors at their Board Meeting held on 15th July 2016, the appointment of M/s. P G Joshi & Co., Chartered Accountants, (104416W), as the auditors of the Company to hold office till the conclusion of the (34th) Annual General Meeting to be held in the Calendar year 2021 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors.”

SPECIAL BUSINESS:

4. **To Amend the Main Objects of the Company** and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution by way of Postal Ballot**:

“RESOLVED THAT, pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to the necessary registration approvals, consents, permissions and sanctions required, if any, by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, the Board of Directors (hereinafter referred to as “the Board”, which term shall include any of its duly authorised Committees or one or more Directors) is authorised to accept as it may deem fit, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its incorporation, be and is hereby amended and replaced to read as under:

1. To carry on business of buying, selling, marketing, supplying, importing, exporting, trading, hedging, storing, distributing, transporting, manufacturing, producing, processing, refining, mixing, formulating and dealing in all types of Agri and Forest Produce including grains, cereals, spices, condiments, major or minor oilseeds, oil bearing materials and its derivatives and all types of refreshments and food products including frozen foods, dairy products and its derivatives, poultry products, groceries, herbal and cosmetic, health care products, drug and surgical products, ayurvedic, personal care products and toiletries in domestic or international markets, commodity exchanges in India or elsewhere.

FURTHER RESOLVED THAT the Board and/or the Company Secretary be and are hereby jointly or severally authorized to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**By Order of Board of Director
For Cian Agro Industries & Infrastructure Limited**

Place : Nagpur

Date : August 30, 2016

(Rohan Deshpande)

Company Secretary & Compliance officer

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM No 04

The Company in order to diversify from its conventional business activity and good opportunities in health care and surgical products; the Company had commenced the activity as a Distributors of Surgical Devices and Stent Manufacturing Company across Maharashtra from the month of April 2016.

For the Company to carry out the said new businesses, alteration in object clause 1 of the Main objects clause of the Memorandum of Association of the Company is required. As per section 13 of the Companies Act 2013; which provides a company may, by a special resolution and after complying with the procedure specified in that section, alter the provisions of its memorandum. Further sub-section 6(a) of section 13, provide that, a company shall, in relation to any alteration of its memorandum, file with the Registrar; the special resolution passed by the company.

In the best interests of the Company and its shareholders, the Board of Directors recommends the approval of the resolution in Item No 04. None of the Directors, Key Managerial Personnel and their relatives, is concerned or interested in the said resolution. Pursuant to Section 110 of the Companies Act 2013, in respect of Item Nos. 04, the following is also stated:

For the proposals in Item nos. 04 of this notice, your approval is being sought under the provisions of Section 110 of the said Act, read with Companies (Management & Administration) Rules, 2014 through a Resolution to be passed by Postal Ballot as set out in the Notice. You are requested to carefully read the instructions contained in the Postal Ballot Form as annexed with this notice and send the same after exercising your vote to the Scrutinizer, M/s Kaustubh Moghe, Practicing Company Secretaries, having their office at 42/A, Ambazari Layout, North Ambazari Road, Nagpur – 440 033. The Board has appointed him as Scrutinizer for the Postal Ballot Programme.

Please note that after recording your vote, please sign the postal form and forward it to the Scrutinizer in the enclosed prepaid self-addressed envelope so as to reach to the Scrutinizer on or before September 28, 2016, by 5.00 p.m. to be able to announce the result of the Postal Ballot by the Chairman at the Annual General Meeting on September 29, 2016.

**By Order of Board of Director
For Cian Agro Industries & Infrastructure Limited**

Place: Nagpur

Date : August 30, 2016

(Rohan Deshpande)
Company Secretary & Compliance officer

NOTES

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) **MEMBER / PROXY SHOULD BRING THE ATTENDANCE SLIP ENCLOSED HEREWITH, DULY FILLED IN, FOR ATTENDING THE MEETING.**
- 4) The proxy shall not have the right to speak at the meeting.
- 5) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses to be transacted at the meeting is annexed hereto.
- 6) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors proposed to be appointed/ re-appointed in this meeting are annexed to this notice.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September, 2016 to 29th September, 2016 (both days inclusive).
- 8) All relevant documents referred in the Explanatory Statement shall be open for inspection, upto two days prior to the said meeting, at the Registered Office of the Company on all working days during 12.00 PM to 02.00 PM and at the meeting.
- 9) Members holding shares in physical form are requested to address all their correspondences including change of address, mandates etc. to the Registrar and Transfer Agents (RTA) viz. M/s. Bigshare Services Pvt Ltd, registered office at E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai 400 072 and the Members holding shares in dematerialized form are requested to approach their respective Depository Participants for the same.
- 10) Since shares of the Company are traded on the Stock Exchanges compulsorily in demat mode, shareholders holding shares in physical mode are strictly advised to get their shares dematerialized.
- 11) The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically. Shareholders holding shares in physical form may kindly register their e-mail IDs to the RTA by sending an e-mail at investors@bigshareonline.com. The Annual Report of the Company and other documents proposed to be sent through e-mail will also be made available on the Company's website i.e. www.cianindustries.com. Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website www.cianindustries.com

1) **E-Voting:**

- i. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Listing Regulations, the Company is pleased to provide the e-voting (remote e-voting) facility to its members and the business set out in the notice may be transacted through the remote e-voting.
- ii. The Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by remote e-voting, may vote at the AGM through ballot for all businesses specified in the notice.
- iii. However, the Members who have exercised their right to vote by remote e-voting may attend the AGM but shall not be entitled to vote at the AGM.
- iii. **Voting rights of the member/ beneficial owners (for remote e-voting and voting at AGM) shall be reckoned on shares registered in the name of the member/ beneficial owners as on the cut-off date i.e. 22nd September, 2016. A person who is not a Member on the cut-off date shall treat this notice for information purposes only.**

- iv. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
- v. The Board of directors has appointed Mr. Kaustubh Onkar Moghe (ACS No. 31541) Practicing Company Secretary, as the Scrutinizers for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner and he have communicated his willingness to be appointed for the said purpose.
- vi. The Scrutinizers after scrutinizing the votes cast at the meeting and through remote e-voting, not later than forty eight hours of conclusion of the Meeting, will make a consolidated scrutinizers' report and submit the same to the Chairman/ a person duly authorised by the Chairman in this regards, who shall declare the results. The results declared along with the consolidated scrutinizers' report shall be placed on the website of the Company viz. www.cianindustries.com and on the website of CDSL viz. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

The instructions for shareholders voting electronically are as under:

- a) The voting period begins on 26th September, 2016 at 10.00 a.m. and ends on 28th September, 2016 at 05.00 p.m. During this period shareholders of the Company, as on cut-off date i.e. 19th September, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL thereafter.
- b) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. 29th September, 2016.
 - i. Shareholders who have already voted electronically prior to the meeting date would not be entitled to vote at the meeting venue.
 - ii. To cast the vote through remote e-voting, shareholders are requested to log on to www.evotingindia.com.
 - iii. Click on Shareholders.
 - iv. Now Enter your User ID
 - a. For CDSL : 16 digits beneficiary ID,
 - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v. Enter the Image Verification as displayed and Click on Login.
 - vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used for log in.
 - vii. If you are a first time user, please follow the steps given below

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p>
	<ul style="list-style-type: none"> • In the PAN field, members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number.
	<ul style="list-style-type: none"> • The sequence number is printed on the address label affixed to the annual report and will also be mentioned in an e-mail to be sent to the shareholders whose e-mail ID's are registered
	<ul style="list-style-type: none"> • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth (in dd/mm/ yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction.

After entering these details appropriately, click on “SUBMIT” tab.

- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iii. Click on the EVSN for 'CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED
- iv. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- v. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- vi. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- vii. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- viii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- ix. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- x. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

I Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ii. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Details of Directors Seeking Re-appointment in the forthcoming Annual General Meeting (Pursuant to Clause 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Shri Shrawan Parate
Age	81 years
Qualifications, experience, brief resume of the Director & Nature of his expertise	Dr. Shrawan Parate, (MBBS) is a founder promoter of the Company. He has wide experience of over 35 years in the administration, management of Public Institutions and having good public contacts.
Relationship with other directors and key Managerial Personnel	NIL
Names of the Listed entities in which the director holds directorships	NIL
Chairman / Member of the Committees of the Board of Directors as on 31.03.2016	NIL
Number of Board Meetings attended during FY2015-16	9
Date of first appointment on the Board of the Company Shareholding in the Company as on 31.03.2016	13-09-1985 1,39,400

DIRECTORS' REPORT

To,
The Members,

Your Directors hereby present their Twenty Ninth Annual Report on the business and operations of the Company and financial statements for the year ended March 31, 2016.

FINANCIAL PERFORMANCE/ OPERATIONS:

Rs. in Lacs

Financial Results	Year ended on 31-Mar-2016	Year ended on 31-Mar-2015
Sales Turnover	254.42	257.66
Other Income	19.66	122.44
Total Income	274.08	380.10
Profit Before Interest, Depreciation and Tax (PBIDT)	26.96	(423.23)
Interest & Financial Expenses	37.12	74.85
Depreciation	23.14	64.18
Profit /(Loss) Before Tax	(33.30)	(562.26)
Profit /(Loss) After Tax	(33.30)	(562.26)
Profit / (Loss) brought forward	(2708.17)	(2145.91)
Profit / (Loss) carried forward	(2741.47)	(2708.17)

DIVIDEND

For the year ended on 31st March, 2016, in the view of the losses, the Directors regret their inability to recommend any dividend.

OPERATIONS OF THE COMPANY

The Soybean Processing and Refining operations of the Company were suspended during the financial year 2015-16. This was due to the Refinery Upgradation process undertaken by the Company. Nevertheless, the Company has managed to generate income from the New Business Activity undertaken by the Company-under the Infrastructure Division of the Company. The Company has recorded Turnover of Rs. 195 Lacs from the Infrastructure Division. The Company has also managed Trading Turnover of about Rs. 59.41 Lacs, from Agri-Business Division. However, the Management is expecting a surge in Revenue Generation by the Company for the financial year 2016-17, as the upgraded Edible Oil Refinery of the Company had started its Commercial Operations in the Month of April 2016. During the year 2015-16, the Company incurred Net Loss of Rs. 33.30 Lacs.

CHANGE IN NATURE OF BUSINESS

During the year under review, the Company in its 28th Annual General Meeting held on 30th September, 2015 had passed resolution for alteration of Memorandum Of Association to include, in addition to its existing business of Soybean extraction and vegetable oil refining, the business of Agro Processing, Dairy, Herbal Products and Infrastructure business.

REVISION OF FINANCIAL STATEMENT

During year under review there has been no revision of financial statement in the relevant financial year.

MATERIAL EVENTS OCCURRING AFTER END OF FINANCIAL YEAR

- a. The Company had kick-started operations in its Vegetable/ Edible Oil Refinery (VOR) in the Month of April 2016. It also re-launched its widely popular brand of Refined Soybean Oil "AMRUTDHARA", in consumer packs. The Company had also entered into Processing Arrangements with ITC Limited, for its VOR operations.
- b. The Hon'ble BIFR in its hearing held on 20th July 2016 has approved the Scheme of Revival submitted by the Company through Miscellaneous Application filed by the Company dated June 1, 2016. It has granted approval for conversion of the Unsecured Loans into Equity Shares on Preferential Basis, thereby achieving positive Net Worth position by the Company in the financial year 2016-17.
- c. The Hon'ble BIFR has also instructed SEBI & Bombay Stock Exchange to revoke the suspension on trading of existing as well as new shares of the Company without any cost or charge.
- d. The Company had file in-principle application with BSE for issuance of equity shares on preferential basis and said application is in under process.

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

M/s Chaitanya Constructions & Builders Pvt. Ltd. is an associate Company as it holds 20.42 % of the total share capital of the Company. The Company do not have subsidiaries or joint ventures.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Management continuously reviews the internal control systems and procedures for the efficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Company's internal control systems with reference to the financial statements are adequate and commensurate with the nature of its business and the size and complexity of its operations and ensure that all its assets are safeguarded and protected against losses. These procedures are designed to ensure:

- a) that all assets and resources are used efficiently and are adequately protected;
- b) that all the internal policies and statutory guidelines are complied with; and
- c) the accuracy and timing of financial reports and management information is maintained.

The Board of Directors of the Company, appointed M/s T. P. Dable & Co, Chartered Accountants, as the Internal Auditor for the Financial Year 2016-17. The Internal Auditor of the Company conducts the audit on regular basis, The and checks & controls to prevent, detect and correct any irregularities in the operations have been laid down by the Company. The Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems.

REHABILITATION STATUS

In a bid to revive the Company, the Promoters/ Strategic Alliance Partners and their Associates had infused around Rs. 2000 Lacs as Unsecured Loans. The following major steps have been taken for reviving its operations:

1. The funds infused were utilized for settling the Company's Secured Creditors. This includes Cargill India Pvt. Ltd. amounting to Rs. 460 Lacs, Government dues towards Sales Tax & others to the tune of Rs. 580 Lacs & Tirupati Urban Co-op Bank Ltd. to the tune of Rs. 400 Lacs.
2. The Company had refurbished the plant & machinery and has started the production activity. The Company has already recorded a Turnover of over Rs. 1500 Lacs, for the Quarter ended on June 30, 2016 and booked a profit of over Rs. 15 Lacs.
3. In the Review Hearing held on July 20, 2016, Hon'ble BIFR has approved the Miscellaneous Application filed by the Company and allowed the Conversion of Unsecured Loans of Rs. 2000 Lacs infused by the Promoters/ Strategic Alliance Partners and their Associates into Equity on Preferential Basis, to attain positive Net-Worth. In view of the above, the Company has applied for withdrawal of the Company from the purview of BIFR.

TRANSFER TO RESERVES

The Company has not transferred any amount to the general reserve account during the reporting period.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure A** to the Board's report. The Company has proposed requisite resolutions for approval of members at the AGM.

NAME CHANGE

The Shareholders of the Company, in its 28th Annual General Meeting held on 30th September, 2015, in order to reflect the new business activities, had passed resolution to change the name of the Company from M/s Umred Agro Complex Limited to M/s Cian Agro Industries & Infrastructure Limited. Registrar of Companies has issued Certificate of Name Change for "Cian Agro Industries & Infrastructure Limited", on 08th December, 2015.

INSURANCE : Fixed and Current Assets of the Company are adequately insured.

OUTLOOK FOR NEW SEASON

The Company is expecting a surge in Revenue generation in the financial year 2016-17, as the upgraded Edible Oil Refinery of the Company had started its Commercial Operations in the Month of April 2016. The Company had entered into processing arrangement for Refinery Operations with M/s ITC Limited. The Company had also bagged order for repacking from Future Group, for it's brands of Refined Soybean Oil, in consumer packs. The response to the Company's Refined Soybean Oil under its registered Brand "AMRUTDHARA" in a short period, in the markets of Central India Region is commendable. Encouraged by the response, the Company is confident of achieving significant turnover under Retail/ Consumer Packs of Refined Soybean Oil, in the coming years.

The Company is also looking forward to handsome trading turnover from Healthcare and Infrastructure Division in the financial year 2016-17

DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) :

i) DIRECTOR'S CESSATION

Shri Uday Kamat, (DIN No.: 00223578) Managing Director of the Company resigned with effect from July 31, 2015. The Board of Directors wishes to place on record its sincere appreciation and gratitude for the valuable contribution and leadership received from Shri Uday Kamat, during his long association with the Company.

ii) DIRECTOR'S RETIRING BY ROTATION

In terms of Articles of Association of the Company and as per Section 152(6) of the Companies Act, 2013 provides that 2/3rd of the Board of Directors is considered to be Directors liable to retire by rotation, of which 1/3rd shall retire at every Annual General Meeting of the Company as per Section 152(6) (e) of the Companies Act, 2013 and the Company shall have an option to re-appoint the retiring Director or appoint someone else in his place.

This year Shri Shrawan Parate (DIN 00236098) shall retire by rotation and being eligible offers himself for re-appointment at this Annual General Meeting. The Board of Directors recommends his re-appointment for consideration of the Shareholders.

The brief resume and other details relating to Shri Shrawan Parate (DIN 00236098) who is proposed to be re-appointed, as required to be disclosed under Clause 49 of the Listing Agreement, is incorporated in the annexure to the notice calling 29th Annual General Meeting of the Company.

iii) CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, COMPANY SECRETARY

During the year, Mr. Suneet Pande was appointed as Chief Executive Officer and Ms. Purva Joshi as Company Secretary and Compliance officer of the Company w.e.f 25th May, 2015. Mr. Rohan Deshpande was appointed as Company Secretary & Compliance Officer w.e.f. December 12, 2015 consequent to resignation of Ms. Purva Joshi, the erstwhile Company Secretary & Compliance Officer.

iv) KEY MANAGERIAL PERSONNEL :

Pursuant to the Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions and rules of the Companies Act, 2013, the following existing executives of the Company were designated as the Key Managerial Personnel of the Company by the Board in term of 2(51) of the Companies Act 2013.

Mr. Arvind Bakde, Whole Time Director (WTD)

Mr. Suneet Pande, Chief Executive Officer (CEO) with effect from May 25, 2015

Mr. Nitin Bedekar, Chief Financial Officer (CFO)

Mr. Rohan Deshpande, Company Secretary (CS) with effect from December 12, 2015

Ms Purva Joshi, Company Secretary (CS) with effect from May 25, 2015 up to November 30, 2015

MANAGEMENT'S DISCUSSION AND ANALYSIS

In terms of the provisions of Clause 52 of the Listing Agreement, the Management's discussion and analysis is set out in this Annual Report as **Annexure B** to the Board's report.

EVALUATION OF BOARD'S PERFORMANCE

In compliance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered with the Stock Exchange/s, the performance evaluation of the Board was carried out during the year under review.

BOARD MEETINGS

Details about Board Meetings held during the Financial Year 2015 - 16 are given in the Corporate Governance Report, which forms an integral part of this report.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement/s with the Stock Exchanges.

DIRECTORS' RESPONSIBILITY STATEMENT :

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis and
- e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD MEETINGS

During the year under review, 9 Board Meetings were held and the intervening gap between the meetings did not exceed the period prescribed under the Act, the details of which are given in the Corporate Governance Report.

SHARE CAPITAL

As at March, 31, 2016 the Authorised Share Capital of the Company was Rs. 30,00,00,000/- divided into 2,98,50,000 equity shares of Rs. 10 each and 15,000 Preference Shares of Rs. 100 each. The paid-up Equity Share Capital stood at Rs. 8,08,06,000 divided into 80,80,600 shares of Rs. 10 each. The paid-up Preference Share Capital of the Company is Rs. 5,00,000 divided into 5,000 Preference Shares of Rs. 100 each.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity shares.

LISTING OF SHARES

During the year, the Shares of the Company continued to be listed on The Bombay Stock Exchange Limited, Mumbai under Scrip Code No. 519477. The Company's trading of security on Stock Exchange was suspended due to certain non-compliance. However, the Company has from time to time complied with requirements under Listing Agreement and the Company is in the process of revocation of the suspension on trading of Company's securities.

COMMITTEES

The Company has total three Committees namely Audit Committee, Stakeholders Relationship cum Share transfer Committee and Nomination and Remuneration Committee. The details of which are given in the Corporate Governance Report, which forms an integral part of this report.

CORPORATE GOVERNANCE CERTIFICATE

Your Company is committed to achieve the highest standards of Corporate Governance. A separate statement on corporate governance is enclosed as a part of the Annual Report along with the Auditor's Certificate on its compliance as **Annexure C** to the Board's report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO.

With respect to Particulars of Energy Conservation, Technology Absorption required under the Companies (Accounts) Rules, 2014, due to no Own Processing operations and only the residual Job Work activities in the solvent extraction plant, the Conservation of energy and Technology absorption are not applicable.

A separate statement of Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as **Annexure D** to the Board's report.

(a) Conservation of Energy : Not Applicable

(b) Technology Absorption : Not Applicable

(c) Foreign Exchange Earnings and Outgo : Earnings of Rs. 13,82,919.20/-

PARTICULARS OF EMPLOYEES

The Information required u/s 197 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure F** which forms part of this report.

In respect of statement of the names of top ten employees of the Company in terms of remuneration drawn and name of Every Employee of the Company who employed throughout the financial year and in receipt of remuneration of Rs. 1.02 Crores or for part of the year, in receipt of remuneration of Rs. 8.50 lacs or more a month for that year, pursuant to Section 196 & 197 of the Companies Act, 2013 r.w. Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto are not applicable to the Company.

HUMAN RESOURCES

The Company's HR policies and procedures are designed to recruit and retain the best talent to support the operations of your Company and to align the interest of employees with the long term organisational goals.

As part of the focus on human resources development during fiscal 2016, due to expansion of Business Activities of the Company, Company has initiate Code of Conduct and Ethics for the Employee of the Company, key policies that have been adopted by the Company

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has duly constituted Internal Complaint Committee (ICC) to provide protection against sexual harassment of woman at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto as per the requirements of the Section 4 of The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (No. 14 of 2013). All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

a) No. of Complaints received : 0

b) No. of Complaints disposed off : 0

EXTRACT OF ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT-9 as a part of this Annual Report as **"Annexure E"**.

CASH FLOW STATEMENT

The Cash flow statement for the year ended March 31, 2016 is attached to the Balance Sheet.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism/ Whistle Blower Policy has been established by the Company to provide appropriate avenues for staff to report concerns about unethical behavior, fraud or violation of the Company's code of conduct or ethics policy.

This mechanism also provides for adequate safeguards against victimization of Director(s)/employee(s), who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

RISK MANAGEMENT POLICY AND REPORT

Your company has taken adequate measures to mitigate various risks impacting the Company, which includes the identification of various risk elements and steps for mitigation of the same.

AUDITORS

The Company has received a letter, from M/s R. P. Kendurkar & Company, Chartered Accountants, expressing their desire to discontinue, as Statutory Auditors of the Company.

Pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, Board of Directors has recommended to confirm appointment M/s. P. G. Joshi & Co., Chartered Accountants, Nagpur, (Firm Registration No.101416W) as the Statutory Auditors of the Company, in place of M/s. M/s R. P. Kendurkar & Company, Chartered Accountants, Nagpur, who wish to discontinue.

COMMENTS ON THE AUDITORS' REPORT

Emphasis of Matter :With regard to the above, Company's comments are as under :

Pursuant to the directives of Hon'ble BIFR, the Company and with the financial assistance from the Promoters, Strategic Alliance Partners and their Associates had mobilised Rs. 1990 Lacs as an Unsecured Loans with a mandate to convert the same into Equity Shares, with the permission of the Hon'ble BIFR. The Company had filed Miscellaneous Application to the BIFR on June 1, 2016 for conversion of the Unsecured Loans into Equity Shares. Hon'ble BIFR has granted the reliefs sought by the Company and also permitted for such conversion and thereby achieving positive Net-Worth by the Company.

COST AUDIT

As per notification issued by Minister of Corporate Affairs (MCA) dated December 31, 2014, Cost Audit is not applicable to the Company for the FY 2015-16.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Kaustubh Moghe, Practising Company Secretary, Nagpur to undertake the Secretarial Audit of the Company. The report of the Secretarial Auditors is enclosed as "Annexure G" to this report.

INFORMATION TECHNOLOGY

In line with the overall growth objective and strengthening the infrastructure base, the Company has invested in Information Technology (IT) viz. Talley Enterprising Resource Planning system for leveraging its business values.

CORPORATE SOCIAL RESPONSIBILITY

Section 135 of the Companies Act, 2013 has imposed Corporate Social Responsibility mandate on companies having minimum threshold limit of net worth, turnover or net profit as prescribed. Since your company does not meet any one of these criterion, it remains outside the purview of Sec. 135 and consequently the reporting requirements thereunder do not at present apply to us.

Even though your Company as a responsible corporate citizen has been making significant contributions towards socio-economic development. Your Company has been undertaking various schemes for the promotion of education, health-care and Community development etc.

ENCLOSURES

- a) Annex - A : Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section.
- b) Annex - B : Management Discussion and Analysis Report.
- c) Annex - C : Report on Corporate Governance.
- d) Annex - D : Energy Conservation, Technology Absorption and Foreign Exchanges Earnings and Outgo.
- e) Annex - E : Extract of Annual Return as of 31st March, 2016 in the prescribed Form MGT-9.
- g) Annex - G : Particulars of Employees
- f) Annex - F : Secretarial Auditors Report.

APPRECIATION & ACKNOWLEDGEMENT

The Directors acknowledge with thanks unstinted support and co-operation received from the Hon'ble BIFR, Company's Bankers, Strategic Alliance Partners, Govt. of Maharashtra, Cargill (I) Pvt. Ltd., Tirupati Urban Co-op. Bank Ltd., suppliers, customers and shareholders of the Company, during the year under review. We also recognize and appreciate the sincere hard work, patience, loyalty and dedicated efforts of the employees and look forward to their continued support.

Place : Nagpur
Date : August 30, 2016

For and on behalf of the Board

Arvind Bakde
Whole-time Director
DIN: 00192273

Gauri Chandrayan
Director
DIN: 07143914

Annexure A: Forming part of Director's report Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: Cian Agro Industries & Infrastructure Limited has not entered into any contracts or arrangements or transactions with its related parties, which are not at arm's length during Financial Year 2015 - 16.
2. Details of material contracts or arrangement or transactions at arm's length basis
 - (a) Name(s) of the related party and nature of relationship:
 - Indian Subsidiaries : NIL
 - Overseas Subsidiaries : NIL
 - Associates : NIL
 - Sole Proprietary Firm : NIL
 - (b) Nature of contracts/arrangements/transactions
 1. Sale or supply of any goods materials
 2. Purchase or otherwise buying materials /property of any kind
 3. Loan (with Interest)
 4. Technical Consultancy Fees
 - (c) Duration of the contracts / arrangements/transactions.
 - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Based on transfer pricing guidelines.
 - (e) Date(s) of approval by the Board, if any: Not applicable, since the contract was entered in the ordinary course of business and on arm's length basis.
 - (f) Amount paid as advances, if any: NIL

Annexure B: forming part of Director's report MANAGEMENT DISCUSSION AND ANALYSIS

Company Background

The Company is engaged in the processing of Soybean/ other oilseeds, marketing of edible oils in domestic market and de-oiled cakes in domestic and international markets. The Company has a Solvent Extraction Plant & Refinery located at Village Kolari, Tahsil Chimur, Dist. Chandrapur (Maharashtra).

The Company is registered with the Board for Industrial and Financial Reconstruction (BIFR Case No. 85/1997). Hon'ble BIFR had advised the Company to take urgent steps to achieve Net Worth positive position and seek discharge from the preview of SICA. Pursuant to the directives of Hon'ble BIFR, the Company with the financial assistance from the Promoters, Strategic Alliance Partners and their Associates mobilised Rs. 1990 Lacs as Unsecured Loans with a mandate to convert the same into Equity Shares with the permission of the Hon'ble BIFR. The Company had filed Miscellaneous Application to the BIFR on June 1, 2016 for conversion of the Unsecured Loans into Equity Shares. Hon'ble BIFR has granted the reliefs sought by the Company in their order dated August 1, 2016 and also permitted for such conversion, thereby achieving positive Net-Worth by the Company.

Industry Structure and Developments

While, India has become the largest importer of edible oils in the world, the domestic edible oil industry plays a pivotal role by way of value addition and saving of precious foreign exchange. While, with export of Soy meal, it contributes to the foreign exchequer, however, off late these exports have been steadily declining. The Industry is heavily dependent on the Imported Crude/ Degummed Soybean Oil. With huge consumer market to cater to, big / multinationals corporations, have entered and the industry structure is in flux.

Opportunities and Threats

With a fast growing economy and demand for Indian agricultural commodities across the world, the Company had started Export of Rice to West Africa. ~~Also,~~ The Company is also looking forward for export orders for grains and spices. In order to diversify and mitigate the risk involved in the agro-based industries, the Company had started its Infrastructure Division, which deals in erection of the Industrial Units in different horizons. The Company has also entered into the business of trading of Endovascular Stents, as an Authorised Distributor of M/s Vascular Concepts Limited.

However, the industry outlook largely depends on external uncontrollable factors such as consumer demands, conducive government policy and favourable export market for agricultural commodities.

Risks and Concerns

Faced with the vagaries of monsoon, this agro-based industry has to tackle the uncertainties of raw material availability, low capacity utilization and volatile international prices of edible oils & Soy meal.

Internal Audit Adequacy

The Company's Internal Audit Section operates under the guidance of a qualified Chartered Accountant on retainership basis, to ensure internal checks and balances in finance and accounting aspects.

Financial Review

This aspect is dealt with in the beginning of this report. However, the Company continues to be a sick industrial unit registered with BIFR, with accumulated losses of Rs. 2741.47 Lacs, as at March 31, 2016. However, the Net Worth of the Company will turn positive with the conversion of Unsecured Loans into Equity pursuant to the order of BIFR dated August 1, 2016.

Human Resources Relations

During the year, under review the Company has undertaken Refinery Upgradation process, which was completed in April 2016. The Company was under Lock-Out till March 31, 2016. The Lock-Out has been subsequently lifted in April 2016 and processing activities are under progress.

Forward Looking Statement-Cautious Statement

Forward-looking statements in the 'Management Discussion and Analysis' section are based on certain assumptions/expectations of future events and are stated as required by applicable laws and regulations. Actual results could differ materially from those expressed or implied. Major factors that could make the difference to the Company's operations could be agro-climatic conditions, government policy, domestic & international market conditions and such other factors, which are beyond control of the management.

.....

Annexure C : forming part of Directors' Report REPORT ON CORPORATE GOVERNANCE (Pursuant to Clause 49 of the Listing Agreement)

1. Company's Philosophy on Code of Governance:

Company's Philosophy on code of corporate Governance:

The vision and mission statement of the Company is to be a world class Agro Industry. Your corporation believes that Corporate Governance is a key element in improving the economic efficiency of a firm. Good Corporate Governance also helps to ensure that organization take into account the interests of a wide range of constituencies, as well as communities. Your Company abide by transparency and full accountability of Management on various issues pertaining to the Company's business thereby protecting the interest of the shareholders.

2. Board of Directors

The Board of Directors of the Company consists of Professionals and Technically qualified Individuals. The Board works through its various committees constituted to oversee specific operational areas. There are three(3) committees constituted by the Board of Directors namely Audit Committee, Nomination and Remuneration Committee, Stakeholder relationship and Share Transfer Committee. The total strength of Board as on March 31, 2016 is five (5) Directors including two (2) Promoter Directors and two (2) Independent Directors and one (1) non independent Director.

a) Composition: The Board of Directors of the Company as of March 31, 2016 consisted of:	
Non-Executive Directors	Executive Directors
Dr. S. G. Parate- Promoter/Director	Shri Arvind Bakde - Non Independent Director
Shri Ravindra Boratkar- Non-Promoter/ Director	
Shri Anadrao Raut - Independent Director	
Shri Gouri Chandrayan- Independent Woman Director	

b) Meetings of the Board of Directors		
The Board of Directors met 9 times during the year under review on following dates:		
(1) 25th May, 2015	(2) 15th July, 2015	(3) 31st July, 2015
(4) 05th September, 2015	(5) 31st October, 2015	(6) 14th November, 2015
(7) 12th December, 2015	(8) 12th February, 2016	(9) 01st March, 2016

c) Attendance of each Director at Meeting of Board of Directors and last AGM of the Company						
Directors	Designation	No. of Board Meeting Held	No. of Board Meeting Attendance	Attended at Last AGM	No. of Directorship in other Cos. / Pvt. Cos.	No. of membership in various committees of other Cos.
Dr. S. G. Parate	Director	9	6	Y	0	NIL
Shri Ravindra Boratkar	Director	9	7	Y	4	NIL
Shri Arvind Bakde	Whole Time Director	9	9	Y	1	NIL
Shri Anandrao Raut	Independent Director	9	9	Y	0	NIL
Smt. Gouri Chandrayan	Independent Director	9	9	Y	0	NIL

4. Details of Directors seeking appointment / re-appointment

Name : Dr. Shrawan Govind Parate

Qualification : MBBS

Experience: Over 35 yrs. experience in Administration & Management of Public institutions & having good public contacts.

Directorship in other Companies: Nil

5. Audit Committee

The Audit Committee of the Directors considers matters generally specified in the clause 49 (ii) (D) of the Listing Agreement i.e. suggesting to the Board of Directors, the accounting policies and procedures, Accounting Standards to be implemented. Members of the Audit committee are as follows:

Sl. No.	Names	Status	Designation
1	Shri Anandrao Raut	Independent Non Executive Director	Chairman
2	Smt. Gauri Chandrayan	Independent Non Executive Director	Member
3	Shri Ravindra Boratkar	Non-Independent Non Executive Director	Member

The Audit Committee held 4 meetings during the financial year under review on 25th May 2015, 15th July 2015, 14th November 2015, 12th February 2016.

5. Nomination and Remuneration Committee

The Board of Directors has constituted a Remuneration Committee for the purpose of deciding appointment/ re-appointment of Managing Directors/ Whole Time Directors etc and remuneration and compensation payable to them. The Members of the

Sl. No.	Names	Status	Designation
1	Shri Anandrao Raut	Independent Non Executive Director	Chairman
2	Smt. Gauri Chandrayan	Independent Non Executive Director	Member
3	Shri Ravindra Boratkar	Non-Independent Non Executive Director	Member

During the financial year under review there was no meeting was held of Nomination & Remuneration Committee.

Details of Remuneration/Sitting Fees paid to Directors during the Financial Year 2015-16:

Names	Salary	Perquisites	Others	Sitting Fees	*Total
Dr. S. G. Parate	—	—	—	—	—
Shri Ravindra Boratkar	—	—	—	—	—
Shri Anandrao Raut	—	—	—	—	—
Smt Gauri Chandrayan	—	—	—	—	—
Shri Uday S. Kamat	6,75,000	—	—	—	6,75,000
Shri Arvind W. Bakde	18,79,899	—	—	—	18,79,899
Total	25,54,899	—	—	—	25,54,899

In view of the weak financial position of the Company, for the year 2015-16, Directors have waived of their sitting fees for year 2015-16.

6. Stakeholder's Relationship cum Share Committee

During the year under review, the Shareholders' Grievance Committee and Share Transfer Committee were reconstituted into a single "Stakeholders' Relationship Committee", in line with the provisions of Section 178 of the Companies Act, 2013 w.e.f. 31st October, 2015.

Objective :

This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. Especially it looks after grievances of shareholders and investors Complaints like dematerialisation / rematerialisation of shares, transfer of shares, transmission of shares, non-receipt of share certificates and/or balance sheet, dividend(s) etc. and timely redressal of their grievance thereto.

Sl. No.	Names	Status	Designation
1	Smt. Gauri Chandrayan	Independent Non Executive Director	Chairman
2	Shri Anandrao Raut	Independent Non Executive Director	Member
3	Shri Ravindra Boratkar	Non-Independent Non Executive Director	Member

During the year under review, The Committee held 2 meetings on 14th November, 2015 & 01st March 2016 for the approval of transfer of shares. During the year, the Company received no complaints from the stakeholders.

7. General Body Meetings

Location and time where last three Annual General Meetings were held:

Year	Venue	Date	Time
2014-15	07 th Floor, B wing, Shriram Shyam Tower, Kingsway, Sadar, Nagpur-440001	30 th September 2015	10.00 a.m.
2013-14	Sahas, 2nd floor, 64, Bajaj Nagar, Nagpur – 440010	30 th September 2014	4.00 p.m.
2012-13	Saraswat Sabhagruha, Plot No.88/1, Bajaj Nagar, Nagpur – 440010	28 th September 2013	5.00 p.m.

All Resolutions are generally passed by way of show of hands. One Resolution was put through postal Ballot last year, and One Resolution through postal Ballot is proposed this year.

8. Certificate by CEO/CFO

The Board of Directors recognises Shri Suneet Pande, as CEO for the limited purpose of compliance under the listing agreement. In terms of revised Clause 49 of Listing agreement, the Board of Directors has obtained the necessary certificate from CFO, which states that, the financial statements present a true and fair view of the Company's affairs and are compliant with existing accounting standards, internal control and disclosure.

9. Disclosure regarding transactions with Promoters / Directors or Management

There is no materially significant transaction made by the Company with its Promoters, Directors or the Management or their relatives etc., which have potential conflict with the interest of the Company at large.

Under BIFR approved Rehab Scheme, the Company had entered into a strategic alliance with strategic alliance Partner for financial assistance.

10. Means of Communication

The quarterly Financial Results are generally published in the national Daily newspaper "Indian Express" in English and Local Marathi Daily "Loksatta", which are widely circulated. The Company does not furnish the information to each shareholder individually.

11. Shareholders' General Information

a) **Annual General Meeting** : Annual General Meeting of the Company will be held on Thursday, September 29, 2016 at 10.00 a.m., at the Registered Office, at 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Kingsway, Nagpur - 440 001.

Date of Book Closure: Thursday, September 22, 2016 to Thursday, September 29, 2016 (both days inclusive) for the purpose of Annual General Meeting.

b) Financial Calendar (Tentative) :

Results for quarter ended on June 30, 2016	:	August 13, 2016
Annual General Meeting	:	September 30, 2016
Results for the quarter ending on September 2016	:	Second Week of November 2016
Results for the quarter ending on September 2016	:	Second Week of November 2016
Results for the quarter ending on December 2016	:	Second Week of February 2017
Results for the quarter ending on March 2016	:	Second Week of May 2017

- d) **Listing on Stock Exchange** : The Company's Shares have been listed on the Bombay Stock Exchange Limited, Mumbai under Scrip Code No. 519477. The Company's Trading of Security was suspended by the Stock Exchange due to certain non-compliance.
- e) **Dematerialisation of Securities** : The Company shall apply again to NSDL/ CDSL for dematerialisation of Equity Shares. The Company being a sick industrial unit, NSDL/ CDSL may allow demat of securities of the Company, with special conditions/ stipulations. However, transfer of shares is being carried out in physical form by the company.
- f) **Share Transfer System** : At present, all shares are in physical form. On receipt of the transfer request, at Share Department, the form is verified by the concerned officer. If the transfer deeds along with Share certificates in physical form are found in order, it is submitted to Share Transfer Committee of the Directors for its consideration. Upon approval by the committee, necessary correction is made in Members' Register. For this purpose, near about 15 days period is taken for completion of the transfer and dispatch of Share Certificates to transferees. For this purpose the SEBI Guidelines, provisions of Listing Agreement and of Companies Act, 2013 and Articles of Association of the Company are generally followed.

i) The Distribution of Shareholding as on 31st March, 2016 was as follows:

Particulars		No. of Shares Held	% age of total Share Capital
Promoters			
Directors and their Relatives		13,58,200	16.81
Associate of Promoters			
Individuals	9,10,600		
Bodies Corporate	35,20,000	44,30,600	54.83
Non-Promoters			
Financial Institutions/Banks/Mutual Funds		37,000	0.45
Corporate Bodies		3,89,100	4.82
NRI/OCB/FII		87,600	1.08
Other Individuals		17,78,100	22.01
TOTAL		80,80,600	100.00

- g) **Stock Price Data** : The Company's Shares have not been traded in the Bombay Stock Exchange from 22nd September, 2008 onwards, wherein the Share Price had closed on Rs. 6.25/- per Share.
- h) **Share Transfer** : The transfer of Shares of the Company is made in-house at Registered Office of the Company at 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Kingsway, Nagpur - 440 001.
- i) **ADRs/ GDRs** : The Company has not issued any GDR/ADR/Warrants or any convertible instruments/securities.
- j) **Works (Plant Location)** : The Solvent Extraction Plant and Vegetable Oil Refinery of the Company are located at Village Kolari, Tah. Chimur, Dist. Chandrapur, Maharashtra, 80 KMs. from Nagpur on the Nagpur - Nagbhir - Chandrapur State Highway.
- k) **Address for Correspondence/ Compliance Officer** : Mr. Rohan Deshpande ; Company Secretary
Registered Office: 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Kingsway, Nagpur-440 001(M.S.)
Ph. No. 0712- 2551144, E-mail : info@cianindustries.com, Website: www.cianindustries.com ,

Place : Nagpur
Date : August 30, 2016

For and on behalf of the Board

Arvind Bakde
Whole-time Director
DIN: 00192273

Gauri Chandrayan
Director
DIN: 07143914

Part of Annexure C
CERTIFICATION BY CHIEF EXECUTIVE OFFICER

To,
The Board of Directors
CIANAGRO INDUSTRIES & INFRASTRUCTURE LIMITED

I hereby certify that for the financial year 2015-16 annual accounts, I have reviewed the financial statements and the cash flow and that to the best of my knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2015-16 which are fraudulent, illegal or violative.
4. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies.
5. **I further certify that :**
 - a. there have been no significant changes in internal control during the year,
 - b. there have been no significant changes in accounting policies during the year,
 - c. there have been no instances of significant fraud, of which we have become aware, involving management or an employee having significant role in the Company's internal control systems.

Date: August 30, 2016
Place: Nagpur

Suneet Pande
Chief Executive Officer

Part of Annexure C
Certificate of Auditors on Corporate Governance Report

To,
The Members of
CIANAGRO INDUSTRIES & INFRASTRUCTURE LIMITED

We have examined the compliance of conditions of Corporate Governance by Cian Agro Industries & Infrastructure Limited, for the year ended on 31st March 2016, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, and the representations made by the Directors and the Management, we certify that during the year, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement, except for the observations made under the Secretarial Audit Report.

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

Place : Nagpur
Date : August 30, 2016

Kaustubh Moghe
Practicing Company Secretary
ACS: 31541, COP No.: 12486

Annexure D : Forming Part of the Director's Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

With respect to Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies (Accounts) Rules, 2014, due to no Own Processing operations and only the residual Job Work activities in the solvent extraction plant, the Conservation of energy and Technology absorption are not applicable.

- (a) Conservation of Energy : Not Applicable
 (b) Technology Absorption : Not Applicable
 (c) Foreign Exchange Earnings and Outgo: Earnings of INR 13,82,919.20/- (USD 21,060/-) from the Export of Rice to Abidjan, Ivory Coast to M/s Yazata International BF Sarl., Ouaga, Burkina Faso.
 (d) Foreign Exchange Outgo: NIL.

Annexure- E FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2015

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS :

i	CIN	L15142MH1985PLC037493
ii	Registration Date	13/09/1985
iii	Name of the Company	CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED
iv	Category/Sub-category of the Company	Indian Non-Government Company
v	Address of the Registered office & contact details	7 th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur-40001
vi	Whether listed company	Listed Company
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Big Share Services Private Limited. E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka. Andheri(E), Mumbai-72. Tel: 91-22-40430200 Fax: 91-22-2847 5207 Email: investor@bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Cattle feeds/Deoiled Cakes	10406	17.18%
2	Infrastructure	33200	76.64%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Chaitanya Constructions & Builders Pvt Ltd	U45400MH2011PTC213448	ASSOCIATE	20.42	2(6)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total Shares	% of Total	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	2268800	2268800	28.08%	0	2268800	2268800	28.08%	NA
b) Central Govt.or State Govt.	0	0	0	0.00%	0	0	0	0.00%	NA
c) Bodies Corporates	0	3520000	3520000	43.56%	0	3520000	3520000	43.56%	NA
d) Bank/FI	0	0	0	0.00%	0	0	0	0.00%	NA
e) Any other	0	0	0	0.00%	0	0	0	0.00%	NA
SUB TOTAL: (A) (1)	0	5788800	5788800	71.64%	0	5788800	5788800	71.64%	NA
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00%	0	0	0	0.00%	NA
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	NA
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	NA
d) Banks/FI	0	0	0	0.00%	0	0	0	0.00%	NA
e) Any other...	0	0	0	0.00%	0	0	0	0.00%	NA
SUB TOTAL (A) (2)	0	0	0	0.00%	0	0	0	0.00%	NA
Total Shareholding of Promoter									
(A)= (A)(1)+(A)(2)	0	5788800	5788800	71.64%	0	5788800	5788800	71.64%	NA
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	10200	10200	0.13%	0	10200	10200	0.13%	NA
b) Banks/FI	0	26800	26800	0.33%	0	26800	26800	0.33%	NA
c) Central govt	0	0	0	0.00%	0	0	0	0.00%	NA
d) State Govt.	0	0	0	0.00%	0	0	0	0.00%	NA
e) Venture Capital Fund	0	0	0	0.00%	0	0	0	0.00%	NA
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	NA
g) FIIS	0	19300	19300	0.24%	0	19300	19300	0.24%	NA
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	NA
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	NA
SUB TOTAL (B)(1):	0	56300	56300	0.70%	0	56300	56300	0.70%	NA
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	389100	389100	4.82%	0	389100	389100	4.82%	NA
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	NA
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	0	1378800	1378800	17.06%	0	1378800	1378800	17.06%	NA
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	399300	399300	4.94%	0	399300	399300	4.94%	NA
c) Others (specify)									

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change in share holding during the year
	Demat	Physical	Total Shares	% of Total	Demat	Physical	Total Shares	% of Total	
c) Others (specify)									
Non Resident Indians	0	0	0	0.00%	0	0	0	0.00%	NA
Overseas Corporate Bodies	0	0	0	0.00%	0	0	0	0.00%	NA
Foreign Nationals	0	68300	68300	0.85%	0	68300	68300	0.85%	NA
Clearing Members	0	0	0	0.00%	0	0	0	0.00%	NA
Trusts	0	0	0	0.00%	0	0	0	0.00%	NA
Foreign Bodies-D R	0	0	0	0.00%	0	0	0	0.00%	NA
SUB TOTAL (B)(2):	0	2235500	2235500	27.67%	0	2235500	2235500	7.67%	NA
Total Public Shareholding (B)= (B)(1)+(B)(2)		2291800	2291800	28.36%	0	2291800	2291800	28.36%	NA
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	NA
Grand Total (A+B+C)	0	8080600	8080600	100.00%	5788800	8080600	100.00%	NA	

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Uday Shankar Kamat	378,000	4.68%	60.32	378,000	4.68%	60.32	NA
2	Sangeeta Shankar Kamat	22,000	0.27%	100	22,000	0.27%	100	NA
3	SailaUdayKamat	86,300	1.07%	30.48	86,300	1.07%	30.48	NA
4	Prakash Shankar Kamat	178,900	2.21%	44.1	178,900	2.21%	44.1	NA
5	Anand Shankar Kamat	3,500	0.04%	0	3,500	0.04%	0	NA
6	PallaviAnandKamat	100,000	1.24%	0	100,000	1.24%	0	NA
7	ArvindWamanraoBakde	289,200	3.58%	89.63	289,200	3.58%	89.63	NA
8	BhaminiWamanraoBakde	2,600	0.03%	0	2,600	0.03%	0	NA
9	WamanDomajiBakde	12,000	0.15%	100	12,000	0.15%	100	NA
10	DeoraoDomajiBakde	2,500	0.03%	0	2,500	0.03%	0	NA
11	PradeepWamanraoBakde	3,500	0.04%	0	3,500	0.04%	0	NA
12	SheelaArvindBakde	9,800	0.12%	100	9,800	0.12%	100	NA
13	PravinWamanraoBakde	3,000	0.04%	0	3,000	0.04%	0	NA
14	AshaDeoraoBakde	1,000	0.01%	0	1,000	0.01%	0	NA
15	MeenakshiPradeepBakde	1,000	0.01%	0	1,000	0.01%	0	NA
16	ShrawanGovindraoParate	139,400	1.73%	85.65	139,400	1.73%	85.65	NA
17	ShakuntalaShrawanParate	27,100	0.34%	100	27,100	0.34%	100	NA
18	ShakuntalaShrawanParate	12,000	0.15%	0	12,000	0.15%	0	NA
19	AbhayShrawanParate	38,900	0.48%	61.44	38,900	0.48%	61.44	NA
20	MangalaAbhayParate	5,000	0.06%	0	5,000	0.06%	0	NA
21	PranayShrawanParate	42,500	0.53%	51.76	42,500	0.53%	51.76	NA
22	Sunil VasantPedgaonkar	303,000	3.75%	47.19	303,000	3.75%	47.19	NA
23	Geeta Sunil Pedgaonkar	94,300	1.17%	100	94,300	1.17%	100	NA
24	VasantLaxmanPedgaonkar	25,100	0.31%	100	25,100	0.31%	100	NA
25	PushpaRajaramGaidhane	41,000	0.51%	0	41,000	0.51%	0	NA
26	RajaramBhiwajiGaidhane	27,000	0.33%	0	27,000	0.33%	0	NA
27	MinalRajaramGaidhane	7,500	0.09%	0	7,500	0.09%	0	NA
28	AniruddhaRajaramGaidhane	7,000	0.09%	0	7,000	0.09%	0	NA

(ii) SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
30	ShirishMahadeoHarode	5,000	0.06%	0	5,000	0.06%	0	NA
31	Nanda ShirishHarode	2,500	0.03%	0	2,500	0.03%	0	NA
32	Sameer SanatDeshpande	2,500	0.03%	0	2,500	0.03%	0	NA
33	Kishore RamchandraMantri	1,000	0.01%	0	1,000	0.01%	0	NA
34	VishwasShrikantDeshpande	500	0.01%	0	500	0.01%	0	NA
35	HemantOmkarraoThakare	1,500	0.02%	0	1,500	0.02%	0	NA
36	NitinKrishnakantMudholkar	7,000	0.09%	0	7,000	0.09%	0	NA
37	AshaSanatkumarDeshpande	2,000	0.02%	0	2,000	0.02%	0	NA
38	SuneelShrihariVoditel	400	0.00%	0	400	0.00%	0	NA
39	Vrunda Sameer Dehspande	1,500	0.02%	0	1,500	0.02%	0	NA
40	MeghaPrashant Joshi	500	0.01%	0	500	0.01%	0	NA
41	Prashant Joshi/Megha Joshi	30,000	0.37%	0	30,000	0.37%	0	NA
42	JyotsnaAnupKekre	500	0.01%	0	500	0.01%	0	NA
43	Anil JayramjiBamnote	500	0.01%	0	500	0.01%	0	NA
44	Swaroop Sanjay Narke	500	0.01%	0	500	0.01%	0	NA
45	TruptiNitinMudholkar	1,000	0.01%	0	1,000	0.01%	0	NA
46	NiranjanShripad Kale	3,000	0.04%	0	3,000	0.04%	0	NA
47	SudhirShrihariVoditel	1,000	0.01%	0	1,000	0.01%	0	NA
48	VasudhaShripad Kale	4,000	0.05%	0	4,000	0.05%	0	NA
49	AnandGopalHuprikar	18,000	0.22%	0	18,000	0.22%	0	NA
50	Bhalchandra Ram Ketkar	4,000	0.05%	0	4,000	0.05%	0	NA
51	Deepak Kamath	2,300	0.03%	0	2,300	0.03%	0	NA
52	Chandrashekhar S. Deollikar	2,500	0.03%	0	2,500	0.03%	0	NA
53	DevdattaDhananjayBakde	1,000	0.01%	0	1,000	0.01%	0	NA
54	Dayaram B. Narnaware	500	0.01%	0	500	0.01%	0	NA
55	Pandurang D. Kalamkar	2,500	0.03%	0	2,500	0.03%	0	NA
56	DhananjayVishnujiBakde	1,500	0.02%	0	1,500	0.02%	0	NA
57	MandaKeshavraoSonkusare	2,000	0.02%	0	2,000	0.02%	0	NA
58	BaburaoRamjiBokde	1,000	0.01%	0	1,000	0.01%	0	NA
59	Keshav P. Manusmare	1,500	0.02%	0	1,500	0.02%	0	NA
60	DattuBalajiKalamkar	1,000	0.01%	0	1,000	0.01%	0	NA
61	DattuPandurangManusmare	1,000	0.01%	0	1,000	0.01%	0	NA
62	Ashok BaburaojiSapate	1,000	0.01%	0	1,000	0.01%	0	NA
63	ManoramaPrabhakarPatil	3,000	0.04%	0	3,000	0.04%	0	NA
64	Sunil MadhukarRambhal	1,000	0.01%	0	1,000	0.01%	0	NA
65	Sushma Sunil Rambhal	1,500	0.02%	0	1,500	0.02%	0	NA
66	PrabhakarSukhdeoPatil	1,500	0.02%	0	1,500	0.02%	0	NA
67	Alka Ashok Sapate	500	0.01%	0	500	0.01%	0	NA
68	SushilTukarmKohade	2,000	0.02%	0	2,000	0.02%	0	NA
69	Varsha Nikhil Mendhekar	1,500	0.02%	0	1,500	0.02%	0	NA
70	Nikhil TukaramMendhekar	1,000	0.01%	0	1,000	0.01%	0	NA
71	Rajesh P. Manusmare	2,000	0.02%	0	2,000	0.02%	0	NA
72	AhilyabaiShankarraoDeollikar	1,000	0.01%	0	1,000	0.01%	0	NA
73	Seema C. Deollikar	1,000	0.01%	0	1,000	0.01%	0	NA
74	SumanTukaramKohade	1,000	0.01%	0	1,000	0.01%	0	NA
75	PrakashVinayakBedekar	1,500	0.02%	0	1,500	0.02%	0	NA
76	SagunaVinayakPathak	2,500	0.03%	0	2,500	0.03%	0	NA
77	Ravi Shriram Joshi	1,300	0.02%	0	1,300	0.02%	0	NA
78	Ram DinkarPathak	200	0.00%	0	200	0.00%	0	NA

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
79	Shivani Ravi Joshi	3,500	0.04%	0	3,500	0.04%	0	NA
80	VithalBalawant Joshi	500	0.01%	0	500	0.01%	0	NA
81	Nanda KiranraoDeshpande	800	0.01%	0	800	0.01%	0	NA
82	Hira Ravi Mahajan	1,000	0.01%	0	1,000	0.01%	0	NA
83	VimalDattatrayaMahajan	1,000	0.01%	0	1,000	0.01%	0	NA
84	DattatrayaTrimbakMahajan	1,000	0.01%	0	1,000	0.01%	0	NA
85	PappusinghJamaitisinh	1,000	0.01%	0	1,000	0.01%	0	NA
86	BhanuRajanMahajan	1,000	0.01%	0	1,000	0.01%	0	NA
87	RajanDattatrayaMahajan	1,000	0.01%	0	1,000	0.01%	0	NA
88	Kishore AmanmaJashnani	1,000	0.01%	0	1,000	0.01%	0	NA
89	Rajesh AmanmaJashnani	1,000	0.01%	0	1,000	0.01%	0	NA
90	Ravi DattatrayaMahajan	1,000	0.01%	0	1,000	0.01%	0	NA
91	Rajendraprasad K. Awasthi	2,500	0.03%	0	2,500	0.03%	0	NA
92	Sumedha Ram Pathak	1,500	0.02%	0	1,500	0.02%	0	NA
93	SumanShriram Joshi	500	0.01%	0	500	0.01%	0	NA
94	Smita Vijay Joshi	500	0.01%	0	500	0.01%	0	NA
95	Shubhangi Suresh Pathak	500	0.01%	0	500	0.01%	0	NA
96	JairamMoreswarTelang	1,000	0.01%	0	1,000	0.01%	0	NA
97	MadhavAtulchandraBapat	1,000	0.01%	0	1,000	0.01%	0	NA
98	MandeepPappusinghBagga	1,000	0.01%	0	1,000	0.01%	0	NA
99	Vijay Vitthal Joshi	1,000	0.01%	0	1,000	0.01%	0	NA
100	VikramPandurang Nene	1,000	0.01%	0	1,000	0.01%	0	NA
101	PrakashPandurangPaunikar	2,500	0.03%	0	2,500	0.03%	0	NA
102	Vijay RadheshyamPandit	1,000	0.01%	0	1,000	0.01%	0	NA
103	RajendraMadhukarNinawe	500	0.01%	0	500	0.01%	0	NA
104	AlkaChandrabhanSadawarte	2,500	0.03%	0	2,500	0.03%	0	NA
105	Vithalbai G. Kharbikar	2,500	0.03%	0	2,500	0.03%	0	NA
106	Bhaurao G. Kharbikar	2,500	0.03%	0	2,500	0.03%	0	NA
107	UshaOmraoKharbikar	1,000	0.01%	0	1,000	0.01%	0	NA
108	VinayakRamjiBarapatre	500	0.01%	0	500	0.01%	0	NA
109	SundartaiMahadeoKharbikar	500	0.01%	0	500	0.01%	0	NA
110	KalpanaTrilokchandSorte	1,800	0.02%	0	1,800	0.02%	0	NA
111	BhaskarRamjiThakare	1,000	0.01%	0	1,000	0.01%	0	NA
112	KanjibhaiHarilalWegad	1,000	0.01%	0	1,000	0.01%	0	NA
113	Sangeeta Shankar Sadawarte	2,000	0.02%	0	2,000	0.02%	0	NA
114	Shankar GyandeoSadawarte	2,500	0.03%	0	2,500	0.03%	0	NA
115	Vijay VishwanathSorte	1,000	0.01%	0	1,000	0.01%	0	NA
116	ShivajiGangadasji Patel	500	0.01%	0	500	0.01%	0	NA
117	RaojibhaiManji Patel	500	0.01%	0	500	0.01%	0	NA
118	GunderaoGulabraoKadu	500	0.01%	0	500	0.01%	0	NA
119	BhaiyyajiKondbajiPongade	500	0.01%	0	500	0.01%	0	NA
120	IndumatiNaredneraSorte	1,200	0.01%	0	1,200	0.01%	0	NA
121	Sunil VishwanathSorte	500	0.01%	0	500	0.01%	0	NA
122	PunjabraoLahanujiAmbhore	100	0.00%	0	100	0.00%	0	NA
123	SadhanaRameshwarjiMohad	2,500	0.03%	0	2,500	0.03%	0	NA
124	Keshav B. Chandurkar	500	0.01%	0	500	0.01%	0	NA
125	KejuGanpatraoBarapatre	1,000	0.01%	0	1,000	0.01%	0	NA
126	PushpaAmrutLambat	34,600	0.43%	0	34,600	0.43%	0	NA
127	AmrutKeshavLambat	175,500	2.17%	0	175,500	2.17%	0	NA
128	LaxmibaiKeshavLambat	10,000	0.12%	0	10,000	0.12%	0	NA

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
128	LaxmibaiKeshavLambat	10,000	0.12%	0	10,000	0.12%	0	NA
129	UdayAmrutLambat	500	0.01%	0	500	0.01%	0	NA
130	PreetuAmrutLambat	2,000	0.02%	0	2,000	0.02%	0	NA
131	Mm-ActivSci Tech Communications Pvt. Ltd.	100,000	1.24%	0	100,000	1.24%	0	NA
132	Nagpur Imports & Exports Pvt. Ltd.	1,470,000	18.19%	0	0	0	0	-18.19%
133	Vibrant Marketthemes Pvt. Ltd.	1,650,000	20.42%	0	0	0	0	-20.42%
134	Mahatma Sugar & Power Ltd.	300,000	3.71%	0	0	0	0	-3.71%
135	Purti Marketing Pvt Ltd	0	0.00%	0	1,470,000	18.19%	0	18.19%
136	Chaitanya Constructions & Builders Pvt Ltd	0	0.00%	0	1,650,000	20.42%	0	20.42%
137	Greenedge Constructions Pvt. Ltd.	0	0.00%	0	300,000	3.71%	0	3.71%
	Total	5,788,800	71.64%		5,788,800	71.64%		

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

SI. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Vibrant Marketthemes Private Limited				
	At the beginning of the year	1650000	20.42%	1650000	20.42%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer/bonus/sweat equity etc)	16,50,000			
2	Nagpur Imports & Exports Private Limited				
	At the beginning of the year	1470000	18.19%	1470000	18.19%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	14,70,000			
3	Mahatma Sugar & Power Limited				
	At the beginning of the year	300000	3.71%	300000	3.71%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	3,00,000			
4	Chaitanya Constructions & Builders Private Limited				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	16,50,000			
5	Purti Marketing Private Limited				
	At the beginning of the year	0	0.00%	0	0.00%
	Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)	Purchase of 14,70,000 Shares			
	At the end of the year	1470000	18.19%	1470000	18.19%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Share holding at the beginning of the Year		Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
6	Greenedge Constructions Private Limited At the beginning of the year Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc) At the end of the year	0 Purchase of 3,00,000 Shares on 01.03.2016 300000	0.00% N/a 3.71%	0 N/a 300000	0.00% N/a 3.71%

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
1	Ajay Kumar Kayan	200,000	2.48%	2,00,000	2.48%
2	Shrawan R. Bhanarkar	43,200	0.53%	43,200	0.53%
3	Kishore Ramchandra Kota	34,900	0.43%	34,900	0.43%
4	Sheshrao Natthuji Hood	30,000	0.37%	30,000	0.37%
5	The State Indl. & Inv. Corp. of Maharashtra	26,800	0.33%	26,800	0.33%
6	Prakash N Dewalkar	20,000	0.25%	20,000	0.25%
7	Morgan Stanley Dean Witter Invt. Mgn. Inc	19,300	0.24%	19,300	0.24%
8	Surendra Kumar Gulati	18,000	0.22%	18,000	0.22%
9	Manharlal M. Bhavsar	12,700	0.16%	12,700	0.16%
10	Sunil Narhar Shirvalkar	10,500	0.13%	10,500	0.13%
	TOTAL	415,400	5.14%	415,400	5.14%

(v) Shareholding of Directors & KMP

Sl. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
A. Directors					
1	Arvind Waman Bakde	289,200	0.04	289,200	0.04
2	Shravan Govind Parate	139,400	0.02	139,400	0.02
3	Ravindra Vidyadhar Boratkar	0	0	0	0
4	Anandrao Motiramji Raut	0	0	0	0
5	Gauri Dilip Chandrayan	0	0	0	0
B. KMP					
6	Suneet Vishwas Pande	0	0	0	0
7	Nitin Padmakar Bedekar	0	0	0	0
8	Rohan Shashishekhar Deshpande	0	0	0	0

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	417.36	555.00	-	972.36
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	417.36	555.00	-	972.36
Change in Indebtedness during the financial year				
Additions		1,435.53	-	1,435.53
Reduction	417.36	-	-	417.36
Net Change	417.36	1,435.53	-	1,852.89
Indebtedness at the end of the financial year				
i) Principal Amount	-	1,990.53	-	1,990.53
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	-	1,990.53	-	1,990.53

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole time director and/or Manager:**

Sl.No 1	Particulars of Remuneration Gross salary	Name of the MD/ WTD/Manager	Total Amount WTD/Manager
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	Mr. Uday Kamat (MD upto July 31, 2015)	675,000.00
		Mr. Arvind Bakde (WTD)	1,879,899.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option	-	-
3	Sweat Equity	-	-
4	Commission as % of profit others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	-	2,554,899.00
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board committee meetings	-	-
	(b) Commission	-	-
	(c) Others, please specify	-	-
	Director Remuneration		
	Director Remuneration		
	Total (1)	-	-
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings	-	-
	(b) Commission	-	-
	(c) Others, please specify.	-	-
	Total (2)	-	-
	Total (B) = (1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act.	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	TOTAL
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	23,100.00	18,000.00	421,200.00	462,300.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	-	-	-	-
5	Others, please specify				
	TOTAL	23,100.00	18,000.00	421,200.00	462,300.00

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-

Place: Nagpur

For and on behalf of the Board

Date: August 30, 2016

Arvind Bakde
Whole-time Director
DIN: 00192273

Gauri Chandrayan
Director
DIN: 07143914

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year :

Name of the Directors	Designation	Ratio to median remuneration
Mr. Arvind Waman Bakde	Whole-time Director	16.14
Mr. Uday Shankar Kamat	Managing Director (Up to 31.07.2016)	17.40*

Note : Considering the financial position of the Company, the Non-Executive & Independent Directors have agreed to waive sitting fees for attending Board and Board Committee Meetings for the year 2015 - 16. They were not paid any other remuneration.

* Ratio to the Median remuneration of Mr. Uday kamat is calculated on pro-rata basis only upto his period of service

b) The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year : During the year under review there is no revision/increment in remuneration

c) The percentage increase in the median remuneration of employees in the financial year: **-NIL**

d) The number of permanent employees on the rolls of Company: **06**

e) The explanation on the relationship between average increase in remuneration and Company performance: During the year under review there is no revision/increment in remuneration

f) Comparison of the remuneration of the key managerial personnel against the performance of the Company :

Sr. No	Particulars	Amount in Rs.
1	Aggregate remuneration of key managerial personnel (KMP) in FY 2015- 16	30,17,199
2	Revenue	2,74,08,614
3	Remuneration of KMPs (as % of revenue)	11%
4	Profit before Tax (PBT)	(333,03,80)
5	Remuneration of KMP (as % of PBT)	-

g) Variations in the Market Capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year & Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The trading of Company's shares being suspended and company had incurred losses during the year under review, Market Capitalisation & PE Ratio can not be worked out.

h) 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 : During the year under review there is no revision/increment in remuneration

i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	Name of Executive Director	
	Mr. Uday Kamat	Mr. Arvind Bakde
Remuneration in FY 2015 - 16	6,75,000	18,79,899
Revenue	2,74,08,614	2,74,08,614
Remuneration as % of revenue	2.46	6.86
Profit before Tax (PBT)	(333,03,80)	(333,03,80)
Remuneration (as % of PBT)	-	-

Particulars	Name of Key Managerial Persons		
	Mr. Suneet Pande	Mr. Rohan Deshpande	Mr. Nitin Bedekar
Remuneration in FY 2015 - 16	23,100	18,000	4,21,200
Revenue	2,74,08,614	2,74,08,614	2,74,08,614
Remuneration as % of revenue	0.08	0.06	1.54
Profit before Tax (PBT)	(333,03,80)	(333,03,80)	(333,03,80)
Remuneration (as % of PBT)	-	-	-

j) The key parameters for any variable component of remuneration availed by the directors: **NIL**

k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: **None**

l) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the remuneration policy of the Company.

m) The particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to Company.

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 at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

Annexure G
FORM NO MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made thereunder to the
- v. extent of Foreign Direct Investment and overseas Direct Investment.
- vi. 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, 1992 and 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, 2009;
 - d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - Not Applicable.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not Applicable.
 - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - Not Applicable.
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not Applicable
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not applicable, and
 - i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - i. Other applicable laws to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- ii. The Listing Agreements entered into by the Company with BSE Limited

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Independent Directors and Woman Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

As per explanation and statement submitted by the Management, adequate notice is given to all Directors to schedule Board Meetings. Agenda and detailed notes on agenda were sent seven days in advance and 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.

All the decisions have been taken unanimously and no dissent recorded in Board Meetings.

I 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.

Place : Nagpur
Date : August 30, 2016

Kaustubh Moghe
Practicing Company Secretary
ACS: 31541, COP No.: 12486

INDEPENDENT AUDITORS' REPORT

To
The Members Of,
CIAN Agro Industries & Infrastructure Limited,

Report on the Financial Statements

We have audited the accompanying financial statements of CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED, which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material mis-statement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India Except

- Treatment of employees benefits as per the Accounting Standard -15 (revised 2005), as stated in Serial No. J of significant Accounting Policies – Note 1.
- Methods and Rates of calculating Depreciation is adopted as per Companies Act 2013
- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the Loss for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the following matters in the Notes to the financial statements:

- a) We draw attention that, the accounts have been prepared on the principles of applicable to a going concern despite significant erosion in net worth and viability of future operations as per the directives from Hon'ble, BIFR which is under review. Our opinion is not modified in respect of these matters.

Report on other Legal and Regulatory Requirements

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 appears from our examination of those books.
- c) All the Accounts are maintained at head office and no branch auditors are appointed for any of the branches.
- d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- f) The going concern matter described in sub-paragraph (b) under the Emphasis of Matters paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
- g) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- h) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

Place : NAGPUR
Date : May 30, 2016

For R. P. Kendurkar & Co.
 Chartered Accountants

Ram Kendurkar
 (Proprietor)
 FRN.No.: 131071W
 M.No.: 039843

REPORTS UNDER THE COMPANIES (AUDITOR'S REPORT) ORDER, 2015 (CARO 2015)

To the Members of CIAN Agro Industries & Infrastructure Limited

ANNEXURE REFERRED TO IN THE AUDITORS' REPORT (Referred to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

- i. In respect of its fixed assets:
 - a. The Company has maintained records showing full particulars, including quantitative details and situation of fixed assets which needs further updation.
 - b. The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii. In respect of its inventories :
 - a) The Company holds inventory of raw material, stores & spares and finished goods viz. Soyabean seed, Soya De-Oiled cake, Coal, etc. The management has conducted physical verification of inventory at reasonable intervals during the year.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- iii. According to the information and explanations given to us, the company has not granted any loans, secured and unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchases of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- v. According to the information and explanations given to us, the company has not accepted any deposit as per directives issued by Reserve Bank of India and in terms of the provisions of section 73 to 76 of the Companies Act, 2013.
- vi. As per explanations given to us, the provisions of the Companies (Cost Accounting Records) Rules, 2014 as amended and prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 are not applicable to the Company.
- vii. According to the information and explanations given to us in respect of statutory dues:
 - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities. However, the Company has delayed payments in case of payment of TDS liability under various subsections of the section 194.
 - b. Details of dues of Income-tax, Sales Tax/Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty & Cess which have not been deposited as on March 31, 2015 on account of disputes are given below:

Name of statute	Nature of dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
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- a. There are no amounts that are due to be transferred to the Investor Education and Protection Fund by the Company.
- i. The Company is already within the purview of BIFR.
- ii. The company has raised moneys by way of unsecured loans through its promoters, promoter group and their associates with a mandate to convert the same into Equity Capital with the permission of Hon'ble BIFR, to attain positive Net-Worth position.
- iii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the company has been noticed or reported during the year.
- iv. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- v. To the best of our knowledge and belief and according to the information and explanations given to us, the Company has not availed any Term Loans.
- vi. The Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- vii. Based upon the audit procedures performed and according to the information and explanations given to us, All transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements etc. as required by the applicable accounting standards.
- viii. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- ix. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place : Nagpur
Date : May 30, 2016

For **R. P. Kendurkar & Co.**
Chartered Accountants

Ram Kendurkar
(Proprietor)
FRN.No.: 131071W
M.No.: 039843

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD
BALANCE SHEET AS AT 31st March, 2016

Particulars	Note No.	As at 31st March, 2016	As at 31 March, 2015		
		Amount in Rs.	Amount in Rs.		
EQUITY AND LIABILITIES					
Shareholders' Funds					
(a) Share Capital	1	8,13,06,000.00	8,13,06,000.00		
(b) Reserves and Surplus	2	(21,29,33,753.95)	(20,96,03,373.82)		
(c) Money received against Share Warrants		-	-		
Share Application money pending Allotment		-	-		
Non-Current Liabilities					
(a) Long-term Borrowings	3	-	2,44,63,283.10		
(b) Deferred Tax Liabilities (net)	4	-	-		
(c) Other Long-term Liabilities	5	19,90,52,956.00	7,27,72,630.11		
(d) Long-term Provisions	6	73,47,002.08	80,26,130.08		
Current liabilities					
(a) Short-term Borrowings	7	-	-		
(b) Trade Payables	8	4,08,45,483.95	4,53,22,860.97		
(c) Other Current Liabilities	9	-	4,60,00,000.00		
(d) Short-term Provisions	10	28,08,960.57	44,19,681.32		
Total		11,84,26,648.65	7,27,07,211.76		
ASSETS					
Non-current assets					
(a) Fixed Assets					
(i) Tangible Assets	11	2,81,47,742.89	3,04,61,399.89		
(ii) Intangible Assets		-	-		
(iii) Capital Work-in-progress	11	2,75,85,789.20	1,75,000.00		
(iv) Intangible Assets under development					
(b) Non-Current Investments	12	1,88,800.00	11,88,800.00		
(c) Other Non-current Assets	13	17,53,558.00	14,88,558.00		
Current Assets					
(a) Current Investments		-	-		
(b) Inventories	14	1,44,89,030.79	1,23,35,374.07		
(c) Trade Receivables	15	2,73,54,682.32	1,13,58,424.32		
(d) Cash and Bank Balances	16	17,86,852.28	8,58,515.24		
(e) Short-term loans and advances	17	25,59,261.82	3,47,882.80		
(f) Other Current Assets	18	1,45,60,931.35	1,44,93,257.16		
Total		11,84,26,648.65	7,27,07,211.76		
Significant Accounting Policies	27				
Notes To Accounts	1 to 27				
For and on behalf of Board of Directors			As per our report of even date For R.P. Kendurkar & Co. Chartered Accountant FRN :131071W		
Arvind Bakde	Anandrao Raut	Suneet Pande	Nitin Bedekar	Rohan Deshpande	Ram Kendurkar
Whole-Time Director	Director	Chief Executive Officer	Chief Financial Officer	Company Secretary	(Proprietor)
DIN.00192273	DIN 01936684	PAN:AXDPP6425G	PAN :AELPB9465P	PAN:BDAPD4505K	(Mem No:039843)
Place : Nagpur					
Date : May 30, 2016					

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2016

Particulars	Note No.	For the year ended 31st March, 2016	For the year ended 31st March, 2015
		Amount in Rs.	Amount in Rs.
CONTINUING OPERATIONS			
Revenue from operations (gross)	19	2,54,42,119.20	2,57,66,331.60
Less: Excise Duty		-	-
Revenue from Operations (net)		2,54,42,119.20	2,57,66,331.60
Other Income	20	19,66,494.51	1,22,43,290.00
Total Revenue		2,74,08,613.71	3,80,09,621.60
Expenses			
(a) Cost of materials consumed	21	1,03,33,039.18	3,75,88,419.56
(b) Purchase of Stock-in-trade		-	-
(c) Changes in inventories of finished goods, work-in-progress and Stock-in-trade	22	(7,49,074.40)	14,26,584.81
(d) Employee benefits expense	23	33,62,727.00	34,46,515.00
(e) Finance costs	24	37,11,502.53	74,84,754.81
(f) Depreciation and amortisation expenses	11	23,13,657.00	64,17,514.52
(g) Other expenses	25	1,17,67,142.53	1,12,14,495.39
		-	-
Total Expenses		3,07,38,993.84	6,75,78,284.09
Profit / (Loss) before exceptional and extraordinary items and tax (34)		(33,30,380.13)	(2,95,68,662.49)
Exceptional items			-7,99,754.04
Profit / (Loss) before extraordinary items and tax		(33,30,380.13)	(2,87,68,908.45)
Extraordinary items	26	-	2,74,57,289.20
Profit / (Loss) before tax		(33,30,380.13)	(5,62,26,197.65)
Tax expense/(Income)			
(a) Current Tax		-	-
(b) Deferred tax		-	-
(c) MAT Credit Entitlement		-	-
Profit / (Loss) from continuing operations		(33,30,380.13)	(5,62,26,197.65)
DISCONTINUING OPERATIONS			
Profit / (Loss) from discontinuing operations (before tax)		-	-
Gain/(Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations		-	-
Add/(Less): Tax expense of discontinuing operations		-	-
(a) on ordinary activities attributable to the discontinuing operations		-	-
(b) on gain/(loss) on disposal of assets/settlement of liabilities		-	-
Profit/(Loss) from discontinuing operations		-	-
TOTAL OPERATIONS			
Profit / (Loss) for the period		(33,30,380.13)	(5,62,26,197.65)

For and on behalf of Board of Directors

As per our report of even date
For R.P.Kendurkar & Co.
FRN :131071W

Arvind Bakde

Anandrao Raut

Suneet Pande

Nitin Bedekar

Rohan Deshpande

Ram Kendurkar

Whole-Time Director
DIN.00192273

Director
DIN 01936684

Chief Executive Officer
PAN:AXDPP6425G

Chief Financial Officer
PAN :AELPB9465P

Company Secretary
PAN:BDAPD4505K

(Proprietor)
(Mem No: 39843)

Place : Nagpur

Date : May 30, 2016

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
	Amount in Rs.	Amount in Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before extraordinary items and tax	(33,30,380.13)	(2,95,68,662.49)
Adjustments for:		
Balances Written Back	-	-
Depreciation and Amortisation	23,13,657.00	64,17,514.52
Capital Reserve	-	1,71,04,241.00
Operating Profit/(Loss) before working capital changes	(10,16,723.13)	(60,46,906.97)
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	(21,53,656.72)	8,87,600.14
Trade Receivables	(1,59,96,258.00)	(73,18,817.13)
Short-term Loans and Advances	(22,11,379.02)	(3,47,882.80)
Other Current Assets	(67,674.19)	(88,33,453.26)
Other Non-current Assets	(2,65,000.00)	-
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Trade Payables	(44,77,377.02)	3,04,56,029.02
Other Current Liabilities	(4,60,00,000.00)	4,34,65,155.62
Other Long-term Liabilities	12,62,80,325.89	5,50,58,824.38
Short-term Provisions	(16,10,720.75)	-
Short-term Borrowings	-	-
Long-term Provisions	(6,79,128.00)	-
TOTAL	5,28,19,132.19	10,73,20,549.00
Cash flow from Extraordinary Items	-	2,66,57,000.00
Cash generated from Operations		
Net Income Tax (paid)/refunds		
Net cash flow from/(used in) Operating Activities (A)	5,18,02,409.06	12,79,30,642.03
B. CASH FLOW FROM INVESTING ACTIVITIES		
(a) Addition to Fixed Assets	(2,74,10,789.20)	-
(b) Sale of Fixed Assets		
(c) Sale/(Purchase) Non-current Investments	10,00,000.00	11,88,800.00
(d) Dividend & Interest Income		
Net cash flow from/(used in) Investing Activities (B)	(2,64,10,789.20)	11,88,800.00
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net increase / (decrease) in borrowings		
(a) Long-term borrowings	(2,44,63,283.10)	7,64,92,364.31
(b) Finance Cost		
(C) Deferred tax	-	43,16,629.00
Net cash flow from/(used in) financing activities (C)	(2,44,63,283.10)	10,74,65,993.31
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	9,28,337.04	(1,45,444.31)
Cash and Cash equivalents at the beginning of the year	8,58,515.24	10,03,959.55
Cash and Cash equivalents at the end of the year	17,86,852.28	8,58,515.24

For and on behalf of Board of Directors

Arvind Bakde
Whole-Time Director
DIN.00192273

Anandrao Raut
Director
DIN 01936684

Suneet Pande
Chief Executive Officer
PAN:AXDPP6425G

Nitin Bedekar
Chief Financial Officer
PAN :AELPB9465P

Rohan Deshpande
Company Secretary
PAN:BDAPD4505K

R.P.Kendurkar & Co.
Chartered Accountants
FRN:131071W

Place : Nagpur
Date : 30 May 2016

Ram Kendurkar
Proprietor
(Mem No. 039843)

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD.
Notes forming part of the Financial Statements

Note 1 SHARE CAPITAL**i) Details of Authorised, Issued, Subscribed and fully Paid Share Capital**

Particulars	As at 31st March, 2016		As at 31 st March, 2015	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
(a) Authorised Share Capital	2,98,50,000	29,85,00,000.00	1,98,50,000	19,85,00,000.00
298,50,000 shares of Rs. 10 each (Previous Year 1 ,98,50,000 shares of Rs. 10 each)				
15,000 Preference Shares of Rs. 100 each (Previous Year 15,000 shares of Rs. 100 each)	15,000	15,00,000.00	15,000	15,00,000.00
		30,00,00,000.00		20,00,00,000.00
(b) Issued, Subscribed & fully Paid-Up				
80,80,600 Equity Shares of Rs. 10/- each, Fully Paid (Previous Year 80,80,600 Equity Shares of Rs. 10/- each)	80,80,600	8,08,06,000.00	80,80,600	8,08,06,000.00
5,000 -14% Preference Shares of Rs. 100 /- each (Previous Year 5,000 shares of Rs. 100/- each)	5,000	5,00,000.00	5,000	5,00,000.00
During the year the Company has not issued any shares				
Total		8,13,06,000.00		8,13,06,000.00

ii) Reconciliation of Shares outstanding at the Beginning and at the end of Financial Year 2015-16

Equity Shares with Voting Rights	As at 31st March, 2016		As at 31 st March, 2015	
	No. of Shares	Amt. (Rs.)	No. of Shares	Amt. (Rs.)
Shares outstanding at the beginning of the Year	80,80,600	8,08,06,000.00	80,80,600	8,08,06,000.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the Year	80,80,600	8,08,06,000.00	80,80,600	8,08,06,000.00
Preference Shares with Voting Rights	No. of Shares	Amt. (Rs.)	No. of Shares	Amt. (Rs.)
Shares outstanding at the beginning of the Year	5,000	5,00,000.00	5,000	5,00,000.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the Year	5,000	5,00,000.00	5,000	5,00,000.00

iii) Details of Shareholders holding more than 5% Shares

Name of Shareholders	As at 31st March, 2016		As at 31 st March, 2015	
	No. of shares	% Holding	No. of shares	% Holding
Chaitanya Constructions and Builders Pvt Ltd	16,50,000	20.42	-	-
Purti Marketing Pvt Ltd	14,70,000	18.19	-	-
Vibrant Market Themes Pvt Ltd	-	-	16,50,000	20.42
Nagpur Import and Exports Pvt Ltd	-	-	14,70,000	18.19

(iv) Terms/Rights/Restrictions attached to Equity Shares

The Company has only one class of Equity Shares of 10/- each. Each holder of equity share is entitled to one vote per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the equity shareholders will be entitled to receive any of remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

Note 2 RESERVES & SURPLUS

Particulars	As at 31st March, 2016		As at 31 st March, 2015	
(a) Capital reserve				
Opening balance		2,77,45,786.00		1,06,41,515.00
Add: Additions during the year				1,71,04,271.00
Less: Utilised/transferred during the year		-		-
Closing balance		2,77,45,786.00		2,77,45,786.00
(b) Securities Premium Account				
Opening balance		3,21,92,886.00		3,21,92,886.00
Add: Premium on shares issued during year		-		-
Less : Utilised during the year		-		-
Closing balance		3,21,92,886.00		3,21,92,886.00
(c) central Investment Subsidy		12,75,000.00		12,75,000.00
(c) Surplus/(Deficit) in Statement of Profit and Loss				
Opening balance		(27,08,17,045.82)		(21,45,90,848.17)
Add: Profit / (Loss) for the year		(33,30,380.13)		(5,62,26,197.65)
Add : Profit /(loss) due to change in life of Asset				
Closing balance		(27,41,47,425.95)		(27,08,17,045.82)
Total		(21,29,33,753.95)		(20,96,03,373.82)

Note 3 LONG TERM BORROWINGS

Particulars	As at 31st March, 2016		As at 31 st March, 2015	
	Secured	Unsecured	Secured	Unsecured
Term loans :				
From Banks				
Term Loan from Tirupati Co. Op. Bank Ltd. (Fully Paid During the year)	-	-		-
Working Capital Term Loan from Tirupati Co. Op. Bank Ltd	-	-	2,44,63,283.10	-
Total	-	-	2,44,63,283.10	-

Note 4 DEFFERED TAX LIABILITIES (Net) :

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Deferred Tax Liability (a)		
Opening Balance	-	-
Add : For the year	-	-
Closing balance	-	-
Deferred Tax Assets (b)		
Opening Balance	-	-
Add : For the year	-	-
Closing balance	-	-
Deferred Tax Liability net (a-b)	-	-

Note 5 OTHER LONG TERM LIABILITIES

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Loans Repayable on Demand	-	
From Bank		1,72,72,630.11
Working Capital Cash Credit from Tirupati Urban Co. Op. Bank Ltd (Against Hypo. of Stock in Trade and Book Debts, Collateral security & personal Gurantee of Directors/Others.)	-	1,45,98,122.00
Over Draft facility form ICICI Bank Ltd. (Unsecured Advance)	-	26,74,508.11
Unsecured loan (From Promoters, Promoter Group & Associates))	19,90,52,956.00	5,55,00,000.00
Total	19,90,52,956.00	7,27,72,630.11

Note 6 LONG-TERM PROVISIONS

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Provision for Employee Benefits	61,91,594.08	68,70,722.08
Provision for Leave Encashment	8,07,985.00	8,07,985.00
Provision for retirement gratuity	3,47,423.00	3,47,423.00
Total	73,47,002.08	80,26,130.08

Note 7 SHORT TERM BORROWINGS

Particulars	As at 31st March, 2016		As at 31 st March, 2015	
	Secured	Unsecured	Secured	Unsecured
Working Capital loans	-	-	-	-
Total	-	-	-	-

Note 8 TRADE PAYABLES:

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Trade Payables	2,11,64,292.26	1,81,10,243.94
Raw Materials and others	1,96,81,191.69	2,72,12,617.03
Total	4,08,45,483.95	4,53,22,860.97

Note 9 OTHER CURRENT LIABILITIES:

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Current Maturities of Long term debt	-	4,60,00,000.00
Interest accrued on borrowings	-	-
Other Payables	-	-
(a) Taxes & Duties	-	-
(b) Retention Money Payable	-	-
(c) Outstanding Expenses & Other Payables	-	-
(d) Advances From Customers	-	-
Total	-	4,60,00,000.00

Note 10 SHORT-TERM PROVISIONS

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Provision for duties and taxes and other Payables	28,08,960.57	44,19,681.32
Provision For Income Tax	-	-
Total	28,08,960.57	44,19,681.32

Note 12 NON-CURRENT INVESTMENTS

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Other Investments	-	-
NSC/Fixed Deposits	1,88,800.00	70,000.00
Other non current investments Unquoted Valued at cost	-	-
Shares of Banks and Co-operative Societies	-	-
Shares of Tirupati Urban Co. Op. Bank	-	11,18,800.00
Investment in unquoted shares of Indian Companies	-	-
Total	1,88,800.00	11,88,800.00

Note - 11

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK			
		Value at 01.04.2015	Addition During the year	Deletion/Write-off	Value at 31.03.2016	Additional Beginning of	Value at During the year	WDV as on 31.03.2016 the year	WDV as on 31.03.2015	31.03.2016			
	Tangible Assets												
1	Land	4,45,574.00	0.00	0.00	4,45,574.00	0.00	0.00	0.00	0.00	0.00	4,45,574.00	4,45,574.00	4,45,574.00
2	Site Development	12,57,025.28	0.00	0.00	12,57,025.28	7,88,359.84	20,276.87	7,88,636.71	4,88,665.44	7,88,636.71	4,88,665.44	4,68,388.57	4,68,388.57
3	Building	2,63,36,284.03	0.00	0.00	2,63,36,284.03	1,15,14,861.06	7,10,767.88	1,22,25,628.94	1,48,21,402.97	1,22,25,628.94	1,48,21,402.97	1,41,10,635.09	1,41,10,635.09
4	Plant and Machinery	13,58,53,864.37	0.00	0.00	13,58,53,864.37	12,11,48,109.89	15,82,612.25	12,27,30,722.14	1,47,05,754.48	12,27,30,722.14	1,47,05,754.48	1,31,23,142.23	1,31,23,142.23
5	Electrical Installations	27,34,470.00	0.00	0.00	27,34,470.00	27,34,467.00	0.00	27,34,467.00	3.00	27,34,467.00	3.00	3.00	3.00
6	Furnitures & Fixtures	22,94,291.56	0.00	0.00	22,94,291.56	22,94,291.56	0.00	22,94,291.56	0.00	22,94,291.56	0.00	0.00	0.00
7	Office Equipment	2,65,751.00	0.00	0.00	2,65,751.00	2,65,751.00	0.00	2,65,751.00	0.00	2,65,751.00	0.00	0.00	0.00
8	Computer	6,84,798.01	0.00	0.00	6,84,798.01	6,84,798.01	0.00	6,84,798.01	0.00	6,84,798.01	0.00	0.00	0.00
9	Lab Equipemnt	80,491.78	0.00	0.00	80,491.78	80,491.78	0.00	80,491.78	0.00	80,491.78	0.00	0.00	0.00
	Subtotal	16,99,52,530.03	0.00	0.00	16,99,52,530.03	13,94,91,130.14	23,13,657.00	14,18,04,787.14	3,04,61,399.89	14,18,04,787.14	3,04,61,399.89	2,81,47,742.89	2,81,47,742.89
10	Capital Work-in-progress	1,75,000.00	2,74,10,789.20	0.00	2,75,85,789.20	0.00	0.00	0.00	1,75,000.00	0.00	1,75,000.00	2,75,85,789.20	2,75,85,789.20
	Total	17,01,27,530.03	2,74,10,789.20	0.00	19,75,38,319.23	13,94,91,130.14	23,13,657.00	14,18,04,787.14	3,06,36,399.89	14,18,04,787.14	3,06,36,399.89	5,57,33,532.09	5,57,33,532.09

Note 13 OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Security Deposits , Bank Guarantees	17,53,558.00	14,88,558.00
Advances to Farmers	-	
Total	17,53,558.00	14,88,558.00

Note 14 INVENTORIES

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Stores and Spares	31,15,111.74	26,56,689.90
Material (incl Packing Material)	20,72,376.00	41,28,371.50
Chemicals /Hexane/ Coal	64,13,866.12	39,38,710.14
Finished Goods (incl. Bye Products)	28,87,676.93	16,11,602.53
Total	1,44,89,030.79	1,23,35,374.07

Note 15 TRADE RECEIVABLES

Particulars	As at 31st March, 2016	As at 31 st March, 2015
(Unsecured and Considered Good)		
Over Six Months	82,22,386.93	88,19,462.72
Others	1,91,32,295.39	25,38,961.60
Total	2,73,54,682.32	1,13,58,424.32

Note 16 CASH AND BANK BALANCES

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Balances with Banks:		
In Current accounts	17,73,645.89	5,34,802.84
Cash In Hand	13,206.39	3,23,712.40
Bank Deposits	-	-
Total	17,86,852.28	8,58,515.24

Note 17 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March, 2016	As at 31 st March, 2015
(Unsecured and considered good)		
Other loans and advances	59,261.82	11,967.36
Advance to Suppliers	25,00,000.00	3,35,915.44
Imprest and salary advances	-	-
Total	25,59,261.82	3,47,882.80

Note 18 OTHER CURRENT ASSETS

Particulars	As at 31st March, 2016	As at 31 st March, 2015
Other Current Assets	38,05,074.82	16,49,450.63
Duties and Taxes	-	-
Prepaid expenses & Misc Expenses not written off	69,594.00	69,594.00
Claims/ Charges Receivable	1,06,86,262.53	1,27,74,212.53
Total	1,45,60,931.35	1,44,93,257.16

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 19 Revenue from Operations

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Revenue from De- Oiled Cake	43,71,300.00	2,54,19,821.60
Revenue from Rice	13,82,919.20	-
Revenue from Bye-Products/Other Items	1,87,900.00	3,46,510.00
Revenue from Supply of Goods of Infra Division	59,00,000.00	-
Revenue from Supply of Services of Infra Division	1,36,00,000.00	-
Total	2,54,42,119.20	2,57,66,331.60

Note 20 Other Income

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Interest Income	-	1,96,585.00
Dividend Received	1,65,390.00	-
Other Non-Operating Income	9,09,008.40	-
Processing charges (SEP)	-	1,20,46,705.00
Sundry balances written back	8,92,096.11	-
Total	19,66,494.51	1,22,43,290.00

Note 21 Raw Material Consumed

PARTICULARS	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Opening Stock		
Of Consumables	39,38,710.14	36,55,535.69
Of Packing Material	20,72,376.00	20,72,376.00
Of Raw Material	27,44,722.43	24,58,780.68
Of Stores & Spares	26,56,689.90	26,87,043.90
Add : Purchases		
Purchases of Soya Seed & Crude Oil	-	2,99,825.00
Purchases of Doc	32,62,200.00	2,46,08,064.00
Purchases of Rice	10,01,000.00	-
Purchase of Coal	27,71,070.12	66,99,088.66
Purchase of Bagging Plant	35,00,000.00	-
Other Material Purchase	11,72,756.88	63,17,110.00
Transportation Expenses (Raw Material)	30,594.50	2,03,094.10
Total	2,31,50,119.97	4,90,00,918.03
Less: Closing Stock		
Of Consumables	64,13,866.12	39,38,710.14
Of Packing Material	20,72,376.00	20,72,376.00
Of Raw Material	12,15,726.93	27,44,722.43
Of Stores & Spares	31,15,111.74	26,56,689.90
Total	1,03,33,039.18	3,75,88,419.56

Note 22 Changes in Inventories of Finished Goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Inventories at the end of the year		
Finished goods	16,71,950.00	9,22,875.60
Work-in-Progress		
Stock-in-trade		
	16,71,950.00	9,22,875.60
Inventories at the beginning of the year:		
Finished goods	9,22,875.60	23,49,460.41
Work-in-Progress		
Stock-in-trade		
	9,22,875.60	23,49,460.41
Net (increase) / decrease	(7,49,074.40)	14,26,584.81

Note 23 Employee benefits expense

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Salary to Staff	3,76,560.00	17,10,042.00
Employer's contribution to Provident Fund	73,487.00	2,37,161.00
Gratuity	24,34,159.00	-
Staff Welfare Expenses and other Benefits	4,78,521.00	14,99,312.00
Total	33,62,727.00	34,46,515.00

Note 24 Finance costs

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Interest of Tirupati Co. Op. Bank Ltd.(CC 63)	11,62,800.00	25,82,717.00
Interest of Tirupati Co. Op. Bank Ltd.(WCTL CC32)	22,10,188.00	42,16,336.00
Interest Other	3,11,125.00	1,59,425.81
Bank Charges & commision	27,389.53	5,26,276.00
Total	37,11,502.53	74,84,754.81

Note 25 Other Expenses

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Manufacturing Expenses		
Power & Fuel	3,80,797.29	37,29,889.17
Repairs and maintenance to plant & machinery	-	4,77,925.00
Other Manufacturing Expenses	8,30,371.00	20,08,707.00
Repairs and maintenance to Building	69,662.00	-
Other Exp(Rice)	2,23,567.00	-
	15,04,397.29	62,16,521.17
Administrative Expenses		
Insurance	1,37,192.00	1,23,920.00
Rents, Rates & Taxes	17,19,065.00	1,99,305.00
Travelling & Conveyance	2,81,162.50	1,78,311.00
Printing & Stationary	42,644.58	10,582.00
Legal & Professional fees	5,69,216.00	6,67,394.00
Director sitting/meeting fees	26,930.00	16,110.00
Managerial Remuneration	16,20,000.00	13,28,062.00
Security Charges	-	1,15,859.00
Office Expenses, Other Expenses, Miscellaneous Expenses	15,09,395.16	22,86,431.22
Expenses of Infra Division	42,24,240.00	-
Others		
Statutory Audit fees	35,000.00	35,000.00
Auditors Expenses	22,900.00	-
Internal Audit Fee	60,000.00	22,000.00
Tax Audit Fess/VAT Audit	15,000.00	15,000.00
Total	1,17,67,142.53	1,12,14,495.39

Note 26 Extraordinary Items

Particulars	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Extraordinary Items	-	2,74,57,289.20
Total	-	2,74,57,289.20

**CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD.
FY 2015-16**

Company's Operating Segment information for the year ended 31st March, 2016			
Segment Information	For the year ended 31 st March 2016		Total
	Agro	Infrastructure	
Revenue	59,42,119.20	1,95,00,000.00	2,54,42,119.20
Inter-segment revenue	-	-	-
Inter-segment cost	19,66,494.51	-	-
Total	59,42,119.20	1,95,00,000.00	2,54,42,119.20
Segment result			-
Unallocated Expenditure	2,30,14,753.84	77,24,240.00	3,07,38,993.84
Operating income /(loss)	-	-	-
Other income (net)	19,66,494.51	-	19,66,494.51
Profit before taxes	(1,51,06,140.13)	1,17,75,760.00	(33,30,380.13)
Extraordinary items -Loss on Sale of Assets			-
Tax expense			-
Deferred Tax			-
Net profit / Loss for the year			(33,30,380.13)

Particulars of Segment Assets and Liabilities :

Segment Information	For the year ended 31 st March 2016		Total
	Agro	Infrastructure	
Segment assets	-		-
Unallocated assets	10,23,22,048.65	1,61,04,600.00	11,84,26,648.65
Total assets	10,23,22,048.65	1,61,04,600.00	11,84,26,648.65
Segment liabilities	-	-	25,02,500.00
Unallocated Liabilities	11,59,24,148.65	25,02,500.00	11,59,24,148.65
Total liabilities	11,59,24,148.65	25,02,500.00	11,84,26,648.65

27. SIGNIFICANT ACCOUNTING POLICIES ADOPTED IN PREPARATION AND PRESENTATION OF THE ACCOUNTS:

I. General :

The accompanying financial statements have been prepared under the Historical Cost Convention and in accordance with the normally accepted accounting principles.

II. Capital Expenditure/ Fixed Assets :

Fixed Assets are stated at historical cost less depreciation. Costs comprise of the purchase price and any attributed cost of bringing the asset to working condition for its intended use.

III. Investments :

Investments are stated at cost.

IV. Inventories :

Stocks of raw materials, stores, spares, packing materials, chemicals and coal etc. are valued at Cost. Finished goods and stock-in-process are valued at Net Realizable Value.

V. Sales and Purchase :

Sales and Purchase are recognized at the time of dispatch/ arrival of goods.

VI. Other Income :

Income from investments, interest, export incentives, rent etc. are accounted on accrual basis.

VII. Prior Period Expenses/ Income :

The Company follows the practice of making adjustments through "Expenses/ Income under/over provided in previous years" in respect of extra ordinary transactions only pertaining to the period prior to current accounting period. During the year, there are no expenses or income related to Prior Period.

VIII. Depreciation :

Depreciation has been provided as per Straight-line method & at the prescribed rates given under Schedule II of the Companies Act, 2013 as amended from time to time. Depreciation on Assets added during the period is provided on pro-rata basis. Some of the Fixed Assets, the life of which was expired in terms of years as per provisions of the Companies Act, have been certified by qualified engineers to have extended life in terms of number of years and the depreciation has been charged accordingly.

IX. Revenue and Expenditure Recognition :

Revenue is recognized when no significant uncertainties as to the measurability or possibility of realization of any claim exist.

I. Retirement Benefits :

Contributions to Provident Funds, payment of Gratuity and Leave encashment, as and when arise, are charged to revenue

28. The Financial Statement for the year ended 31st March 2016 are prepared as per schedule III of the Companies Act, 2013.
29. During the year, the Company has settled and repaid all the outstanding dues of secured creditors i.e. Tirupati Co-Op Bank Ltd. & ICICI Bank Ltd. & Financial Institutions till March 2016.
30. There are no transactions in bank accounts with Bank of India, Bank of Baroda, State Bank Of Patiyala and no statement of account has been obtained and therefore the same closing balances are being carried forwarded as it is.
31. Dividend due on 14% Cumulative Redeemable Preference Shares Capital of Rs. 5.00 Lacs from the year 2008-09 amounting to Rs. 4,90,000/- not paid/provided for.
32. On the basis of accounts compiled for the financial year there is no taxable income, hence no provision for taxation for the assessment year is being made.
33. Deferred Tax Assets or Liability.
Deferred Tax Assets have not been created in view of Accumulated Loss and Unabsorbed Depreciation. This is in conformity of AS-22 "Accounting for Taxes on Income" issued by ICAI.
34. The Company has availed the services of Mr Rohan Deshpande as a Company Secretary.
35. Related Parties Disclosure as required by Accounting Standard 18 of ICAI has been as Given below

Key Management Personnel

Mr. Uday S.Kamat (Director – till 31st July, 2015)
 Mr. Arvind W. Bakde, (Whole Time Director)
 Mr. Suneet Pande, (Chief Executive Officer)
 Mr. Nitin Bedekar, (Chief Financial Officer).
 Mr. Rohan Deshpande, (Company Secretary)
 Ms. Purva Joshi (Company Secretary till 30th November 2015)

b) Other Related Parties (Key Management Personnel having Significant influence)

Chaitanya Constructions and Builders Pvt Ltd (Being Associate Company)
 Vibrant Marketthemes Pvt Ltd. (Shri Uday Kamat Being a Common Director till 31 July 15)
 Nagpur Imports & Exports Pvt. Ltd. (Shri Uday Kamat Being a Common Director till 31 July 15)

c) Transaction with Related Party , during the year

Nature of Transaction	Key Management Personnel	Related Party	Relative of Key Management person	Total
Salary and Remuneration	29,90,023/-	-	-	-29,90,023/-
Purchase	-	-	-	-
Remuneration Payable	-	-	-	-
Balance payable	-	-	-	-

R.P.Kedurkar & Co.
Chartered Accountants

Arvind Bakde
(Whole time Director)
DIN : 00192273

Anandrao Raut
(Director)
DIN : 01936684

Nitin Bedekar
(Chief Financial Officer)
PAN : AELPB9465P

Ram Kendurkar
Proprietor
Membership No.039843
Firm Reg. No. 131071W

Suneet Pande
(Chief Executive Officer)
PAN: AXDPP6425G

Rohan Deshpande
(Company Secretary)
PAN: BDAPD4505K

Place : Nagpur
Dated : May 30,2016

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED

Registered Office: 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur - 440 001

Attendance Slip for 29th Annual General Meeting

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of Meeting

DP ID*	Folio No.
Client ID	No. of Shares

Name and Address of the Shareholder : _____

I hereby record my presence at the 29th Annual General Meeting of the Cian Agro Industries & Infrastructure Limited, held on Thursday, September 29, 2016 at 10:00 a.m. at 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur - 440 001, Maharashtra.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

PROXY FORM

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED

Registered Office: 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur - 440 001

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member(s) : _____

Registered Address: _____

_____ E-mail ID : _____

Folio No. / Client ID: _____ DP ID : _____

I/We, being the members(s) of shares of Cian Agro Industries & Infrastructure Limited, hereby appoint:

1) _____ of _____

having e-mail id _____ Signature _____

or failing him

2) _____ of _____

having e-mail id _____ Signature _____

or failing him

3) _____ of _____

having e-mail id _____ Signature _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Cian Agro Industries & Infrastructure Limited, to be held on Thursday, September 29, 2016 at 10:00 a.m. at 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur - 440 001, Maharashtra (at any adjournment thereof in respect of such resolutions are indicated below :

Resoln. No.	Resolution	Optional	
		For	Against
*Ordinary Business			
1	To receive and adopt the Annual Accounts		
2	To re-appoint Shri Shrawan Parate as Director, who retires by rotation		
3	To appoint Statutory Auditors of the Company		

As Witness, I put my hand / or hands this _____ day of _____ 2016.

Signed by the said _____

NOTE:

The proxy form must be deposited at the Registered Office of the Company at Shop No. 602, 7th Floor, B-Wing, Shriram Shyam Tower, Kingsway, Nagpur - 440 001.

- not less than forty-eight hours before the commencement of the meeting.
- It is optional to put the 'X' in the appropriate column against the resolutions indicated in the Box. If you leave blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

**Affix
Revenue
Stamp**

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

1. Name and Registered address :
of the sole/first named Shareholder

2. Name(s) of Joint Shareholder(s) :

3. Registered Folio No./ DP ID No./
Client ID No.* (*applicable to investors
holding Shares in Dematerialized Form) :

4. Number of shares held :

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company dated 05.08.2013 by conveying my/our assent or dissent to the said Resolution, by placing the tick (√) mark at the appropriate box below :

Item No.	Brief Particulars of the Item	No. of Shares	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution under Section 13 of the Companies Act, 2013 for alteration in Main Objects Clause of Memorandum of Association of the Company.			

Place:

Date:

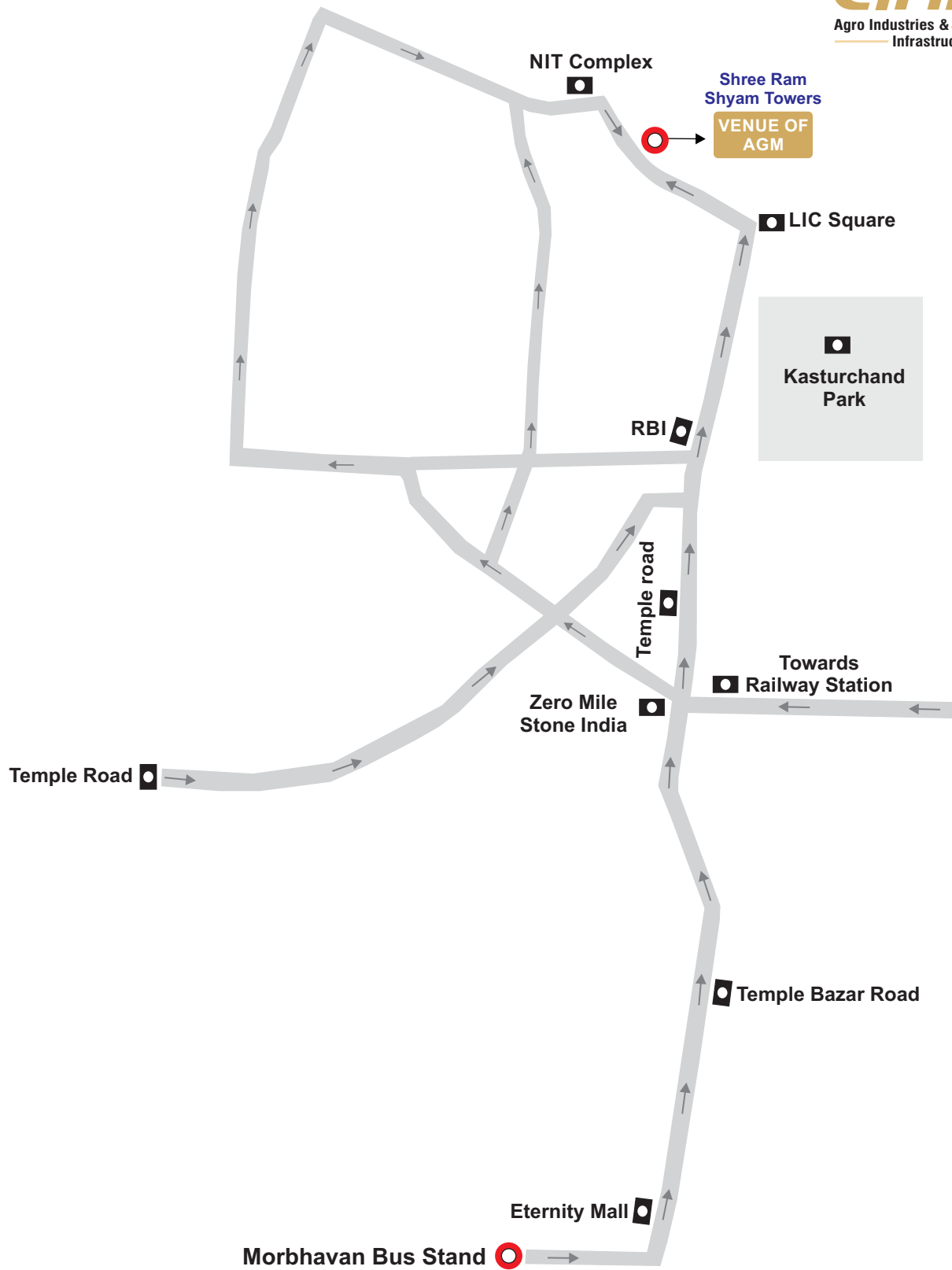
(Signature of the Shareholder)

Note: Please read carefully the instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballot form, if sent by courier/registered post at the expense of the member will also be accepted.
2. The Self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The consent of the shareholder must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing in tick mark (✓) in the appropriate column. The assent or dissent received in any form shall not be considered valid.
4. The form should be completed and signed by the shareholder. In case if joint holding, this form should be completed and signed (as per specimen signature registered with the Company/DP) by the first named shareholder and in his absence, by the next named shareholder.
5. Unsigned /Unticked Postal Ballot form will be rejected.
6. Where the Postal Ballot form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot. Where the form has been signed by the Representative of President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot form. A shareholder may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot.
7. Duly completed Postal Ballot form should reach the Scrutinizer September 28, 2016 to be able to announce the result of the Postal Ballot by the Chairman at the Annual General Meeting on September 29, 2016.
8. Voting Rights shall be reckoned on the paid up value of shares registered in the name of shareholders as on date of dispatch of notice.
9. A shareholder may request for duplicate ballot paper, if so required, and the same duly completed should reach the Scrutinizer not later than the date and time specified herein above.
10. A shareholder need not use all his votes nor needs he to cast all his votes in the same way.
11. Shareholders are requested not to send any other paper along with the Postal Ballot form in the enclosed postage pre-paid self- addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
12. The results of the Postal Ballot will also be announced through newspaper advertisement and communicated to the Stock Exchanges.

Route Map for
29th Annual General Meeting



शुद्धता का नाम, स्वादिष्ट और कम दाम !



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S.V. Patel Marg, Kingsway, Nagpur - 440 001 Ph : 0712- 2551144/2551155

Email : cianindustries@yahoo.com Website : cianindustries.com