

**Regd. Off. :** 4<sup>th</sup> Floor, Gupta Tower,  
Science College Road, Civil Lines,  
Nagpur-440010, MH, INDIA  
**Contact :** 0712-2551144 / 2551155  
**Email :** info@cianindustries.com  
**Website :** www.cianindustries.com  
**CIN:** L15142MH1985PLC037493



Date: 30<sup>th</sup> June, 2021

To,  
Department of Corporate Services,  
BSE Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai- 400 001

**SCRIP CODE: 519477 SCRIP ID: CIANAGRO**

**Sub: Submission of Annual Secretarial Compliance Report for the FY 2020-21**

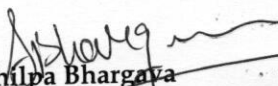
Dear Sir / Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended read with SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated February 8, 2019, we are attaching herewith the Annual Secretarial Compliance Report of the Company issued by Mr. Kaustubh Moghe, Practicing Company Secretary, for the Financial Year ended 2020-21.

You are kindly requested to take on record aforesaid information and acknowledge the receipt of the same.

Thanking you.

Yours faithfully,  
For CIAN Agro Industries & Infrastructure Limited

  
Shilpa Bhargava  
Company Secretary & Compliance Officer  
Mem.No. A36207



Encl: As above



# Kaustubh Moghe

M.Com, LLB, FCS  
Practicing Company Secretaries

## SECRETARIAL COMPLIANCE REPORT OF

### **CIAN Agro Industries & Infrastructure Ltd for the Year Ended 31<sup>st</sup> March, 2021**

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019]

To,  
**CIAN Agro Industries & Infrastructure Ltd**  
**Plot no. 46, Hill Road,**  
**Gokulpeth**  
**Nagpur-440010**

- A. I, **Kaustubh Onkar Moghe**, Practicing Company Secretaries, have **examined**:
- all the documents and records made available to me and explanation/representation provided by M/s **CIAN Agro Industries & Infrastructure Ltd** ("the listed entity"),
  - the filings/ submissions made by the listed entity to the Bombay Stock Exchange Limited (BSE), where its equity shares are listed ("the Stock Exchange"),
  - website of the listed entity i.e. <http://www.cianindustries.com>,
  - other relevant documents/ filings, which has been relied upon to make this certification, for the **year ended 31<sup>st</sup> March, 2021 ("Review Period")** in respect of compliance with the provisions of:
    - the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
    - the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- B. The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined are: -
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
  - Securities and Exchange Board of India (Depositories and Participants) Regulation 1996, replaced by Securities and Exchange Board of India (Depositories and Participants) Regulation 2018 ("DP") (with effect from 03<sup>rd</sup> October 2018)

There are no events occurred during the year which attracts provisions of following regulations hence they are not applicable.

- e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
  - f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018
  - g) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014
  - h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
  - i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013
- C. Based on the above examination and the information, explanation and representation provided to me by the listed entity, its officer, agent (including Share Transfer Agent (RTA) and Authorised Signatories during such examination,

I hereby report that, during the review period:

- a) The listed entity has generally complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
01	Regulation 31(2) of SEBI Listing Obligation and Disclosure Requirement) Regulation 2015 requires 100% of Promoter and Promoters Group to be dematerialised form.	Out of total 2,08,01,162 Equity shares 2,03,76,262 Equity shares are in Demat form as on 31 <sup>st</sup> March 2021.	Company 100% promoter holding not in Demat form. The Company has advised the Promoter and Promoter Group shareholders to dematerialise the shares and it was informed that the process has been initiated and is in process.
02	Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Lesser number of Directors in Composition of Board of Directors of the Company.	With effect from 01.04.2021 the board of Directors of top 2000 listed entities shall comprise of not less than six Directors. The Company had four Directors and on account

			<p>of non-compliances under the Regulation 17(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 17<sup>th</sup> March 2021 the Company had received Notice No. 20210317-35 dated March 17, 2021 with respect to Shifting of scrips to 'Z' / 'ZP' / 'ZY' group</p> <p>In response to notice, the Company had appointed Mr. Pramod Bhaskarrao Borawar (DIN: 02014308) and Mr. Jaykumar Ramesh Verma (DIN: 00489792) as an Additional Director (Independent Director - Non-Executive) of the Company for a term of five (5) consecutive years <b>with effect from 21st March, 2021.</b></p>
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the Listed Entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr.no	Action taken by	Details of Violations	Details of action taken e.g. fines, remarks of the warning letter, Practicing debarment etc	Observations/Remarks of the Practicing Company Secretary, if any
NIL				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports

Sr. No	Observations made in the Secretarial compliance report for the year ended 31 <sup>st</sup> March 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	Regulation 13(3) of SEBI (LODR) Regulations, 2015 requires Statement of Investor Complaint to be filed within 21 days from end of quarter. The Company delayed in filing statement by one day.	The Company complied with said regulation in due time	There is no deviation noted during the Financial Year 2020-21.
02	Regulation 31(2) of SEBI Listing Obligation and Disclosure Requirement) Regulation 2015 requires 100% of Promoter and Promoters Group to be dematerialised form.	It is informed that, the Company takes continuous follow up with Promoters and Promoter group and request them to demat their shareholding. The Promoters in response to this already started to rectify their KYC for Bank and Demat account opening. Process of accounts opening delayed due to Pandemic. Further Company's Promoter reclassification application is under approval Process.	On approval of Promoter Reclassification application actual number of Promoters and their Shareholding can be identified.

This report has to be read along with my submissions in Annexure "A" hereto

Date: 30<sup>th</sup> June 2021  
Place: Nagpur

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MOGHE**

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**CS Kaustubh Moghe**  
Practicing Company Secretaries  
FCS.No10603 & CoP No 12486  
UDIN: F010603C000559382

**SECRETARIAL COMPLIANCE REPORT OF  
CIAN Agro Industries & Infrastructure Ltd for the Year Ended 31<sup>st</sup>March, 2021**

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To,  
CIAN Agro Industries & Infrastructure Ltd  
Plot no. 46, Hill Road,  
Gokulpeth  
Nagpur-440010

My Secretarial Compliance Report of even date for the financial year ended 31st March 2021 is to be read along with this letter.

1. The Company's management is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act"), the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").
2. I have followed such audit practices and processes as I considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, I have taken an overall view based on the compliance process/ procedures followed by the Company.
4. I have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law.
5. I have verified the records furnished to me on a test basis to see whether the correct facts are reflected therein. I also examined the compliance procedures followed by the Company on a test basis. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
6. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. I have obtained the Management's representation about compliance of rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events, wherever required.

My Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 30<sup>th</sup> June 2021  
Place: Nagpur

**KAUSTUBH  
ONKAR  
MOGHE**

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**CS Kaustubh Moghe**  
Practicing Company Secretaries  
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UDIN: F010603C000559382