

NOTICE

NOTICE is hereby given that the (36th) Thirty-Sixth Annual General Meeting (AGM) of the members of CIAN Agro Industries & Infrastructure Limited will be held on Saturday, September 30, 2023 at 11.30 A.M. through Video Conferencing('VC')/Other AudioVisual Means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt ;

- a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Board of Directors' and the Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Reports of the Auditors thereon;
- 2. To appoint a Director in place of Mr. Jaykumar Ramesh Varma (DIN: 00489792), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. RATIFICATION OF THE REMUNERATION OF COST AUDITOR OF THE COMPANY FOR F.Y 2023-24 :-

To consider and, if thought fit, to pass, the following Resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Jyotsna Rajpal, Cost Accountants, Nagpur (Membership No.:-14520) re-appointed as the Cost Auditor of the Company by the Board of Directors, for conducting the audit of the cost records of the Company for the financial year 2023-24, be paid a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) Including out of pocket expenses and GST as applicable.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. TO APPOINT SHRI. RAMESH DINKARRAO HIMTE AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass, the following Resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT, pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ramesh Dinkarrao Himte (DIN: 02112732), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 14, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company and the Company has received a notice in writing from him along with the deposit of requisite amount under Section 160 of the Act signifying his intention as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold the office from the conclusion of this General Meeting for a term of 5 (Five) consecutive years on the Board of the Company, upto the Annual General Meeting to be held in year 2028."

5. **TO APPOINT SMT. VRUSHALI JITENDRA PRADHAN AS AN INDEPENDENT WOMEN DIRECTOR OF THE COMPANY :-**

To consider and, if thought fit, to pass, the following Resolution as **AN ORDINARY RESOLUTION:**

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Vrushali Jitendra Pradhan (DIN: 07594297), who was appointed as a Woman and Additional Director of the Company by the Board of Directors with effect from August 12, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment as a Woman & Independent Director of the Company and the Company has received a notice in writing from her along with the deposit of requisite amount under Section 160 of the Act signifying her intention as a candidate for the office of a Director, be and is hereby appointed as a Woman & Independent Director of the Company not liable to retire by rotation and to hold the office from the conclusion of this General Meeting for a term of 5 (Five) consecutive years on the Board of the Company, upto the Annual General Meeting to be held in year 2028.”

6. **TO APPOINT SHRI. ATUL VIJAY MANDLEKAR AS AN INDEPENDENT DIRECTOR OF THE COMPANY:-**

To consider and, if thought fit, to pass, the following Resolution as **AN ORDINARY RESOLUTION:**

“**RESOLVED THAT**, pursuant to the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Atul Vijay Mandlekar (DIN: 10254967), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 12, 2023 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company and the Company has received a notice in writing from him along with the deposit of requisite amount under Section 160 of the Act signifying his intention as a candidate for the office of a Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold the office from the conclusion of this General Meeting for a term of 5 (Five) consecutive years on the Board of the Company, upto the Annual General Meeting to be held in year 2028.”

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

Place : Nagpur
Date : 29th August, 2023

Madhubala Dave
Company Secretary & Compliance Officer
M. No.: FCS 12218

Registered Office :
4th Floor, Gupta Tower,
Science College Road, Civil Lines
Nagpur - 440001
Maharashtra

NOTES

- 1) The Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) and Circular No. 2/2022 dated May 5, 2022 & Circular No. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 due to the CoVID -19pandemicandcircularno. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM.
- 2) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
- 3) Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- 4) The Company has appointed M/s. Kaustubh Moghe & Associates, Practising Company Secretary, Nagpur as the scrutinizer for conducting the process of e-voting and voting through VC/OAVM and poll papers at the AGM in a fair and transparent manner.
- 5) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- 6) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

The Register of Directors and Key Managerial Personnel and their Shareholdings, maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be open for inspection for the members during the AGM.

- 7) 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.
- 8) Brief resume of the Directors proposed to be appointed/re-appointed at the ensuing AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures/consent from the Directors pertaining to their appointment/re-appointment.
- 9) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2023 to Saturday, 30th September, 2023 (both days inclusive).

In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 read with SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, Company's shares can be transferred in dematerialized form only. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if so desire.

- 10) 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, office at Office No. S6-2, 6th Floor, Pinnacle Business Park, next to Ahura Centre, Mahakali Caves Road, Andheri East, Mumbai 400093, Maharashtra and the Members holding shares in dematerialized form are requested to approach their respective Depository Participants for the same.
- 11) 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.

Members holding shares in identical order of names in one or more folio are requested to write to the Company's RTA, viz. M/s. Bigshare Services Pvt. Ltd., enclosing their share certificate(s) to enable the Company to consolidate their holding into one folio for better services.

- 12) 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

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company- M/s. Bigshare Services Pvt. Ltd.

- 13) Non Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, IFSC and MICR Code, as applicable if such details were not furnished earlier.
- 14) To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

Members are therefore requested to submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same by post/email/by submitting the same at the time of AGM.

The E-mail ID provided shall be updated subject to successful verification of signatures as per record available with the RTA of the Company.

- 15) The Notice of the 36th Annual General Meeting and instructions for remote e-voting are being sent by electronic mode to all members whose e-mail addresses are registered with the Company/ Depository Participant(s).
- 16) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.cianindustries.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
- 17) In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.cianindustries.com websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.
- 18) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 02/2021 dated January 13, 2021 and the latest being 2/2022 dated May 05th, 2022.

19) E-Voting:

- i. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amended Rules, 2015, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide remote e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice of the 36th AGM of the Company dated 29th August, 2023.

- ii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- 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.
- iv. **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. 23rd September, 2023. A person who is not a Member on the cut-off date shall treat this notice for information purposes only.**
- v. The Company has engaged the services of Central Depository Services Limited ("CDSL") as the Agency to provide e-voting facility.
- vi. The Board of Directors has appointed Mr. Kaustubh Onkar Moghe (FCS No. 10603) Practicing Company Secretary, Nagpur as the Scrutinizer for conducting the process of remote e-voting and voting through poll paper at the AGM in a fair and transparent manner and he have communicated his willingness to be appointed for the said purpose.
- vii. The Scrutinizer 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.
- viii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY /LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- a) The voting period begins on 27th September, 2023 at 09.00 a.m. and ends on 29th September, 2023 at 05.00 p.m. During this period shareholders of the Company, as on cut-off date i.e. 23rd September, 2023, may cast their votes electronically. The e-voting module shall be disabled by CDSL thereafter. Once the vote on resolutions is cast by the shareholder, he shall not be allowed to change it subsequently.
- 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. 30th September, 2023.
 - 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

	For Members holding shares in Demat Form and Physical Form
PAN•	<ul style="list-style-type: none"> ● Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
DOB	<ul style="list-style-type: none"> ● 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. ● 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.

- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. If members are holding shares in DEMAT form and logged on to www.evotingindia.com and casted vote earlier for EVSN of any company then the existing login id and password are to be used.
- xi. Click on the EVSN for ‘CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED
- xii. 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.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvii. 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.
- xviii. 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.

- xix. 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.
- xx.** 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
You need to download Blue Jeans APP <https://bluejeans.com>
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast one day prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance one day prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3 :

On the recommendation of the Audit Committee, the Board of Directors of the Company in its meeting held on 12th August, 2023 has approved the appointment and remuneration of Mrs. Jyotsna Rajpal (Membership No.:- 14520), Practicing Cost Accountant, Nagpur to conduct the audit of cost records of the Company for the financial year ending March 31, 2024 at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand only) Including out of pocket expenses and GST as applicable in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the members of the company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of accompanying Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending on March 31, 2024.

In view of the above, the Board recommends the resolution at Item No. 3 of this Notice for approval of the shareholders as an Ordinary Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in passing the said resolution mentioned at Item No. 3 of this Notice.

Item No. 4 :

The Board of Directors of the Company (the 'Board'), on February 14, 2023 had appointed Shri Ramesh Dinkarrao Himte as an Additional Director (in the category of Non-Executive, Independent Director) on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and the Articles of Association of the Company. In terms of the provisions of Section 161 of the Act, Shri Ramesh Dinkarrao Himte, would hold office up to the date of the ensuing Annual General Meeting of the Company. The Board of Directors, subject to the approval of the Members at the ensuing Annual General Meeting, has recommended his appointment as a Director not liable to retire by rotation. The Company has received a notice in writing from Shri Ramesh Dinkarrao Himte along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of a Director of the Company. Shri Ramesh Dinkarrao Himte has given a declaration that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has also given his consent to act as a Director.

Details of Shri Ramesh Dinkarrao Himte whose appointment as Independent Directors is proposed is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Save and except Shri Ramesh Dinkarrao Himte, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No 4 of the Notice. The Board recommends the resolution as set forth in Item No. 4 of the Notice for the approval of the Members as an Ordinary Resolution.

Item No. 5:

The Board of Directors of the Company (the 'Board'), on August 12, 2023 had appointed Smt Vrushali Jitendra Pradhan as an Additional Director (in the category of Non-Executive, Independent, Woman Director) on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and the Articles of Association of the Company. In terms of the provisions of Section 161 of the Act, Smt Vrushali Jitendra Pradhan, would hold office up to the date of the ensuing Annual General Meeting of the Company. The Board of Directors, subject to the approval of the Members at the ensuing Annual General Meeting, has recommended her appointment as a Director not liable to retire by rotation. The Company has received a notice in writing from Smt Vrushali Jitendra Pradhan along with the deposit of the requisite amount under Section 160 of the Act proposing her candidature for the office of a Director of the Company. Smt Vrushali Jitendra Pradhan has given a declaration that she is not disqualified from being appointed as an Independent Woman Director in terms of Section 164 of the Act and has also given her consent to act as an Independent Woman Director.

Details of Smt Vrushali Jitendra Pradhan whose appointment as Independent Directors is proposed is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Save and except Smt Vrushali Jitendra Pradhan, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends the resolution as set forth in Item No. 5 of the Notice for the approval of the Members as an Ordinary Resolution.

Item No. 6 :

The Board of Directors of the Company (the 'Board'), on August 12, 2023 had appointed Shri Atul Vijay Mandlekar as an Additional Director (in the category of Non-Executive, Independent Director) on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act') and the Articles of Association of the Company. In terms of the provisions of Section 161 of the Act, Shri Atul Vijay Mandlekar, would hold office up to the date of the ensuing Annual General Meeting of the Company. The Board of Directors, subject to the approval of the Members at the ensuing Annual General Meeting, has recommended his appointment as a Director not liable to retire by rotation. The Company has received a notice in writing from Shri Atul Vijay Mandlekar along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of a Director of the Company. Shri Atul Vijay Mandlekar has given a declaration that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has also given his consent to act as a Director.

Details of Shri Atul Vijay Mandlekar whose appointment as Independent Directors is proposed is provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Save and except Shri Atul Vijay Mandlekar, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.6 of the Notice. The Board recommends the resolution as set forth in Item No. 6 of the Notice for the approval of the Members as an Ordinary Resolution.

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

Place : Nagpur
Date : 29th August, 2023

Madhubala Dave
Company Secretary & Compliance Officer
M. No.: FCS 12218

Registered Office :
4th Floor, Gupta Tower,
Science College Road, Civil Lines
Nagpur - 440001
Maharashtra

ANNEXURE TO NOTICE

In pursuance of the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India (ICSI), details of Director retiring by rotation seeking re-appointment at the ensuing Annual General Meeting are as follows:

Name of the Director	Jaykumar Ramesh Varma	Ramesh Dinkarrao Himte	Vrushali Jitendra Pradhan	Atul Vijay Mandlekar
Age	60 years	69 years	48 years	58 years
Qualifications, Experience, brief Resume of the Director & Nature of Expertise.	Mr. Jaykumar Varma holds Bachelor's degree in Commerce. He has a vast experience in the field of Agriculture, especially in Sugarcane Plantation and Harvesting. He is a talented Agriculturist with experience of many years of farming. Proven ability to grow farms, expertise in crop farming and coordinated agricultural programs, research and services. He possesses strong understanding of agriculture and its various by-products. He has vast experience in the field of Agriculture and allied areas.	Mr. Ramesh Dinkarrao Himte has a vast experience in the field of Business Strategies, Marketing Management, Economics, teaching and allied fields. He is a graduate in commerce and holds the various degrees which include Masters in Commerce, Master in Arts and B.Ed. He is the person rich in knowledge and has an experience of more than 33 years as a Lecturer in C.P. and Berar College, Tulsibagh, Nagpur. He is the Former Senate member of RTM Nagpur University in the Year 1995 to 2000. He is also the Former Divisional Secretary of Shikshak Parishad Nagpur in Junior College Wing. Presently, He is Trustee in C.P and	Advocate. Vrushali Jitendra Pradhan aged around 48 years, has a vast experience in the field of Law and practicing as an Advocate in Nagpur with the Bar Council of Maharashtra and Goa (India) from last 18+ Years in High Court and District Court. She has handled a wide range of Civil, Land, Matrimonial, Commercial, Banking Contracts and Financial matters with a definite role- inside the court as an advocate and outside the court as a mediator and arbitrator. She has a vast experience and holds an expertise in the study of various Specific Laws, to mention some them such as- Property Laws, Family Laws, Child Laws. She is member of	Mr. Atul Vijay Mandekar aged around 58 years, has a vast experience in the field of Industrial & Regulatory in Food and Drugs Administration, Government of Maharashtra. He is Post Graduate in Pharma specialization in Pharmacognosy from, Nagpur University. He was retired as Assistant Commissioner, Food and Drug Administration, Government of Maharashtra.

		Berar Education Society, Tulsibagh, Nagpur w.e.f April, 2022	Sexual Harassment Committee S T Nagpur. She is graduate in Bachelor of Arts-B.A, Bachelor of Law LL.B from Nagpur University.	
Terms and Conditions of Appointment / Reappointment along with details of Remuneration sought to be paid	Non-Executive Director, liable to retire by rotation.	Non-Executive Independent Director, not liable to retire by rotation.	Non-Executive Independent Women Director, not liable to retire by rotation.	Non-Executive Independent Director, not liable to retire by rotation.
Remuneration last drawn including sitting fees, if any)	NIL	NIL	NIL	NIL
Relationship with other directors and Key Managerial Personnel	Not related to any Director & Key Managerial Personnel of the Company.	Not related to any Director & Key Managerial Personnel of the Company.	Not related to any Director & Key Managerial Personnel of the Company.	Not related to any Director & Key Managerial Personnel of the Company.
List of Directorship held in Other Companies (excluding Directorship in Private and Section 8 Companies)	Purti Power & Sugar Limited	NIL	Manas Agro Industries & Infrastructure Limited	NIL
List of Chairmanship / Membership in Other Companies	NIL	NIL		NIL
Number of Board Meetings attended during FY 2022-23	9	1	NIL	NIL
Date of first appointment on the Board of the Company	21/03/2021	14/02/2023	12/08/2023	12/08/2023
Shareholding in the Company as on 31.03.2023	NIL	NIL	NIL	NIL