

Regd. Off. : 4th Floor, Gupta Tower,
Science College Road, Civil Lines,
Nagpur-440001, MH, INDIA
Contact : 0712-2551144 / 2551155
Email : info@cianindustries.com
Website : www.cianindustries.com
CIN: L15142MH1985PLC037493



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

Date: 28th May, 2024

SCRIP CODE: 519477 SCRIP ID: CIANAGRO

Sub: Filing of Annual Secretarial Compliance Report under Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended 31st March, 2024.

Dear Sir / Madam,

Pursuant to Regulation 24A(2) 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 2023-2024.

You are kindly requested to take on record aforesaid information and acknowledge.

Thanking you.

Yours faithfully,
For CIAN Agro Industries & Infrastructure Limited


Madhubala Dave
Company Secretary & Compliance Officer
M. No: F12218



Encl: As above



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD
FOR THE YEAR ENDED 31ST MARCH, 2024**

To,
The Board of Directors,
CIAN Agro Industries & Infrastructure Ltd
4th Floor, Gupta Tower,
Science College Road, Civil Lines,
Nagpur- 440001.

Sub: Annual Secretarial Compliance Report for the Financial Year 2023-24 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

I, **Kaustubh Moghe**, Proprietor of **M/s Kaustubh Moghe & Associates**, Practicing Company Secretaries, Nagpur have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **CIAN Agro Industries & Infrastructure Ltd** (hereinafter referred as 'the listed entity'), having its Registered Office at **4th Floor, Gupta Tower, Science College Road, Civil Lines, Nagpur- 440001**, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the listed entity 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:

- (a) all the documents and records made available to us and explanation provided by the listed entity.



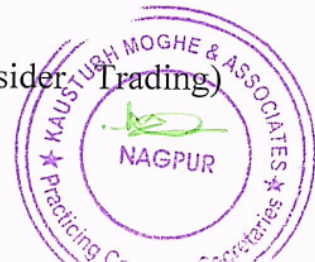
- (b) the filings/ submissions made by the listed entity to the Bombay Stock Exchange (BSE),
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2024 (“**Review Period**”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) 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”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable as there was no reportable event during the financial year under review**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as there was no reportable event during the financial year under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not Applicable as there was no reportable event during the financial year under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as there was no reportable event during the financial year under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable as there was no reportable event during the financial year under review**
- (h) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agent) Regulations, 1993; **Not Applicable as there was no reportable event during the financial year under review**
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder



(j) Securities and Exchange Board of India (Depositories and Participants) Regulation 2018("DP");

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	Adoption and timely updation of the Policies: a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities b) All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes Yes	None None
3.	Maintenance and disclosures on Website: a) The Listed entity is maintaining a functional website b) Timely dissemination of the documents/ information under a separate section on the website c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website.	Yes Yes Yes	None None None
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None



5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: a) Identification of material subsidiary companies b) Disclosure requirement of material as well as other subsidiaries	NA	The Company had identified that there were no material subsidiary companies.
		Yes	
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	Obtained prior approval of Audit Committee for RTP
		NA	
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None




11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	No action(s) has been taken either by SEBI or by Stock Exchanges
12.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	NA	No additional non-compliance observed.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	NA	There is no resignation of auditor during the Review Report.



2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non- cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material</p>	<p>NA</p> <p>NA</p> <p>NA</p> <p>NA</p>	<p>There is no resignation of auditor during the Review Report.</p> <p>There is no resignation of auditor during the Review Report.</p> <p>There is no resignation of auditor during the Review Report.</p> <p>There is no resignation of auditor during the Review Report.</p> 

	subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There is no resignation of auditor during the Review Report.



(a) The listed entity has 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)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
01	SEBI Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")	14	The Company has paid Annual Listing fees (ALF) for FY 2023-24 on 06 th September 2023 with delay of 129 days	NA	No action or correspondence received from BSE till date in this regard	As per said regulation, every listed company is required to pay annual listing fees within 30 days of close of Financial year to the Exchange where its securities are listed.	Nil	ALF not paid within due date	Inadvertently delay in payment of ALF	-
02	SEBI Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations")	31(2)	Out of total 1,89,38,121 Equity shares of Promoter 1,88,20,321 Equity shares are in Demat form as on 31 st March 2024	NA	No action or correspondence received from BSE till date in this regard	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form	Nil	Hundred percent of promoter(s) and promoter group is not dematerialized form	The company is in process of conducting awareness for the dematerialisation of shares for the remaining Promoters.	-



(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary (PCS) in the previous reports) (PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
01	As per Reg 14 SEBI(LODR) 2015, every listed company is required to pay annual listing fees within 30 days of close of Financial year to the Exchange where its securities are listed.	31/03/2023	Regulation 14 of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations")	No fine/penalty/ action imposed by the authority for such non-compliance.	Noted and ensure to comply in a timely manner in future	None
02	The listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form	31/03/2023	Regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015 ("LODR Regulations")	No fine/penalty/ action imposed by the authority for such non-compliance.	Noted and ensure to comply in a timely manner in future	None



Assumptions & Limitation of scope and Review:

- i. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, is the responsibilities of the management of the Company.
- ii. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- iii. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the Company.
- iv. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of listing Regulations and 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.
- v. Wherever required, we have obtained the Management Representation about the compliance of foregoing SEBI Regulations and applicable circulars issued by SEBI from time to time.

Date: 27th May 2024
Place: Nagpur



**For Kaustubh Moghe and Associates
Practicing Company Secretaries**

**Kaustubh Moghe
Proprietor**

FCS.No10603 & CoP No 12486

UDIN: F010603F000463055

Peer Review No: 3241/2023

Unique Code: S2022MH849200