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CIN: L15142MH1985PLC037493



Agro Industries &  
Infrastructure Ltd.

Date: 30<sup>th</sup> May, 2019

To,  
Department of Corporate Services - Listing Department  
Bombay Stock Exchange Limited  
P.J. Towers, Dalal Street,  
Fort, Mumbai 400 001

**Subject:** Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we wish to inform you that Board of Directors of the Company in their meeting held on 30<sup>th</sup> May, 2019 have approved the scheme of merger of its direct / step-down wholly owned subsidiaries, viz. Jairam Infraventure Private Limited ('**Transferor Company 1**' or '**JIPL**'), Purti Agrotech Limited ('**Transferor Company 2**' or '**PAL**') and Jupiter Metal Products Private Limited ('**Transferor Company 3**' or '**JMPPL**') (hereinafter collectively referred as '**Transferor Companies**') with CIAN Agro Industries & Infrastructure Limited ('**Transferee Company**' or '**CAIL**') (hereinafter referred to as the '**Scheme**') pursuant to Section 230 to 232 of the Companies Act, 2013 read with rules made thereunder and other applicable laws.

The Scheme is conditional upon and subject to necessary statutory and regulatory approvals under applicable laws, including the approval of the jurisdictional National Company Law Tribunal ('NCLT').

The details required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015 are enclosed herewith as **Annexure I**, for your ready reference.

You are requested to note and take the same on record.

Yours Sincerely,

For CIAN Agro Industries & Infrastructure Limited



Priya Dalane  
Company Secretary & Compliance Officer  
(Membership No.:- A57915)



Encl.: As above

Annexure I

Disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 9, 2015:

- i. Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.:
- a. Transferor Company 1: Jairam Infraventure Private Limited, a private company incorporated under the Companies Act, 2013 on February 17, 2015 and having its registered office at Plot No. A-1/1, Kalmeshwar Industrial Area, Tahsil Kalmeshwar Nagpur - 441501, Maharashtra, India. JIPL is a wholly owned subsidiary of the Transferee Company.
- b. Transferor Company 2: Purti Agrotech Limited, an unlisted public company incorporated under the Companies Act, 1956 on March 22, 2001 and having its registered office at Sonapar Post- Dhapewada, Taluka Kalmeshwar, Nagpur - 441501, Maharashtra, India. PAL is a wholly owned subsidiary of the Transferee Company.
- c. Transferor Company 3: Jupiter Metal Products Private Limited, a private company incorporated under the Companies Act, 1956 on February 19, 2004 and having its registered office at 130, Abhyankar Nagar, Nagpur - 440010, Maharashtra, India. JMPPL is a wholly owned subsidiary of PAL.
- d. Transferee Entity: CIAN Agro Industries & Infrastructure Limited, a public company incorporated under the Companies Act, 1956 on September 13, 1985 and having its Registered office at Plot No. 197/198, Baji Prabhu Nagar, Nagpur - 440001, Maharashtra, India. Equity shares of CAIIL are listed on the BSE.

Brief details of the size and total revenue of the Transferor Company 1 & Transferor Company 2 as per latest audited financial statements as on March 31, 2019 are mentioned as follows:

Particulars	Name	Issued, Subscribed & Paid up equity share capital (Amt. in INR)	Total income (Amt. in INR)
Transferor Company 1	Jairam Infraventure Private Limited	11,75,00,000	3,73,07,033/-
Transferor Company 2	Purti Agrotech Limited	2,02,48,500	19,99,08,633/-

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Brief details of the size and total revenue of the Transferor Company 3 as per latest audited financial statements as on March 31, 2019 is mentioned as follows:

Particulars	Name	Issued, Subscribed & Paid up equity share capital (Amt. in INR)	Total income (Amt. in INR)
Transferor Company 3	Jupiter Metal Products Private Limited	7,79,180	1,46,659/-

Brief details of the size and total revenue of the Transferee Company as on March 31, 2019 is mentioned as follows:

Particulars	Name	Issued, Subscribed & Paid up equity share capital (Amt. in INR)	Total income (Amt. in INR)
Transferee Company	Cian Agro Industries & Infrastructure Limited (Standalone)	27,98,58,950/-	133,51,22,089/-

- ii. Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length":

Yes, the transactions would fall within related party transaction since JIPL and PAL are direct or step-down wholly-owned subsidiaries of CAIIL.

Since, the Transferor Companies are wholly owned subsidiaries of the Transferee Company, no shares are being issued. Hence, the question of transaction being on arm's length transaction does not arise.

- iii. Area of business of the entity(ies):

The Transferee Companies is primarily engaged in three divisions - Agro, Healthcare and Infrastructure. The Transferor Company 1 currently in manufacturing of Aluminium Billets, Plates & Nickel Trading. The Transferor Company 2 is in the business of producing, processing, manufacturing and carrying on marketing, packing and assembling of spices and agriculture produce. The Transferor Company 3 is engaged in trading of nickel.

- iv. Rationale for amalgamation/merger:

Jairam Infraventure Private Limited, Purti Agrotech Limited and Jupiter Metal Products Private Limited ('Transferor Companies') are direct / step-down wholly owned subsidiaries of CIAN Agro Industries & Infrastructure Limited ('**Transferee Company**'). In order to consolidate and effectively manage the Transferor Companies and the Transferee Company in a single entity, which will provide several benefits including synergy, economies of scale, attain efficiencies and cost



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competitiveness, it is intended that the Transferor Companies be merged with Transferee Company. The complete rationale is detailed in the Scheme.

- v. In case of cash consideration - amount or otherwise share exchange ratio:

There is no cash consideration involved. The Transferor Companies are direct/step-down wholly-owned subsidiaries of the Transferee Company, consequently, pursuant to the Scheme becoming effective, the share capital of Transferor Companies shall stand cancelled and no shares shall be issued to the shareholders of the Transferor Companies.

Also, no other consideration shall pass from the Transferee Company to the Transferor Companies.

- vi. Brief details of change in shareholding pattern (if any) of listed entity:

There will be no change in Shareholding Pattern of the Transferee Company as no shares are being issued by the Transferee Company pursuant to the Scheme becoming effective.

