

Regd. Off. : Plot No. 197/198,
Bajiprabhu Nagar, Nagpur – 440033
Contact : 0712-222 0027/222 1127
Email : info@cianindustries.com
Website : www.cianindustries.com
CIN: L15142MH1985PLC037493



Date: 06th June, 2019

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 2018-19

Dear Sir / Madam,

Pursuant to SEBI Circular No. CIR/CFD/CMD 1/27/2019 dated February 8, 2019, all listed entities are required to submit to the Stock Exchanges within 60 days of the end of the financial year, Annual Secretarial Compliance Report, issued by a Practicing Company Secretary based on a check of the compliance by such listed entity with the applicable SEBI Regulations and Circulars/ guidelines issued thereunder.

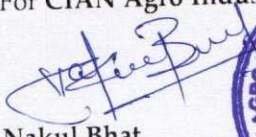
Accordingly, we are attaching herewith the Annual Secretarial Compliance Report of CIAN Agro Industries & Infrastructure Limited issued by Mr. Kaustubh Moghe, Practicing Company Secretary, for the Financial Year ended 2018-19.

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


Nakul Bhat
Authorized Signatory





Kaustubh Moghe

M.Com, LLB, FCS
Practicing Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF

CIAN Agro Industries & Infrastructure Ltd for the Year Ended 31st March, 2019

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. C1R/CFD/CMD1/27/2019 dated February 08, 2019]

To,
CIAN Agro Industries & Infrastructure Ltd
Plot No. 197,198,
Baji Prabhu Nagar,
Ram Nagar,
Nagpur-440033

- A. I, Kaustubh Onkar Moghe, Practicing Company Secretaries, have **examined**:
- all the documents and records made available to me and explanation/representation provided by **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 31st March, 2019** ("**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 (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**Not Applicable to the Company during the Review Period**);
 - Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not Applicable to the listed entity during the Review Period**);
 - Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the listed entity during the Review Period**);



Office : P.S.Thakare & Co, "Indo Unique Plaza", Opp Bhole Petrol Pump, VIP Road, Civil Lines, Nagpur-440001 (M.S), India.
Branch Office: 314/347, "Ninad", Kher Nagar, Western Exp Highway, Bandra (E), Mumbai-400051 (M.S), India.

Email ID: kaustubhmoghe84@gmail.com, corp.compliance@yahoo.com

Contact No: 98909 33477/0712-6466032 and 0712-2520280

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the listed entity during the Review Period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Review Period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;
- i) 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 03rd October 2018)

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 6-Appointment of Company Secretary as Compliance Officer	From 09 th March 2019 to 31 st March 2019	Previous Company secretary cum Compliance officer resigned with effect from 09 th March 2019. The Company had appointed Company Secretary as Compliance office wef 24 th April 2019.
02	Regulation 38- Minimum Public Shareholding.	Promoter holding is more threshold limit	As per the sanctioned scheme (SS) dated 01 st August 2016, the Hon'ble BIFR passed an order for allotment of 1,99,05,295 Equity shares of Rs. 10/- each to Promoters and Promoter groups by capitalizing unsecured loan to the extent of Rs. 1990 lacs. The Hon'ble BIFR vide Para 2.4 (clause ii) of its order permitted to offer share to public shareholding more than 25% within a period of three (3) years from the date of allotment.



			In terms "In-principle approval" granted by BSE on 26th September 2016, the Board of director of the company at their meeting held on 28th September 2016 has allotted 1,99,05,295(One Crore Ninety-Nine Lacs Five Thousand Two Hundred Ninety Five) Equity shares to promoters on a preferential basis in accordance with provisions specified under Chapter VII of SEBI (ICDR) Regulations, 2009.
03	Regulation 31(2)- Holding of specified securities and shareholding pattern.	hundred percent of shareholding of promoter(s) and promoter group	Promoter(s) do not have demat account.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- c) No actions have been 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
- d) This report being first report under Regulation 24A of SEBI(LODR), the requirement to take any action to comply with observation made in previous report did not arise.

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

Date: 30/05/2019
Place: Nagpur




CS Kaustubh Moghe
Practicing Company Secretaries
ACS.No 31541 & CoP No 12486



Kaustubh Moghe

M.Com, LLB, RCS
Practicing Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF CIAN Agro Industries & Infrastructure Ltd for the Year Ended 31st March, 2019

To,
CIAN Agro Industries & Infrastructure Ltd
Plot No. 197,198,
Baji Prabhu Nagar,
Ram Nagar,
Nagpur-440033

My Secretarial Compliance Report of even date for the financial year ended 31st March 2019 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: 30/05/2019
Place: Nagpur




CS Kaustubh Moghe
Practicing Company Secretaries
ACS.No 31541 & CoP No 12486