

Regd. Off. : Plot No. 46, Hill Road,
Gokulpeth, Nagpur-440010
Contact : 0712-222 0027/222 1127
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: 31st July, 2020

SCRIP CODE: 519477 SCRIP ID: CIANAGRO

Sub: Submission of Annual Secretarial Compliance Report for the FY 2019-20


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 2019-20.

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





Kaustubh Moghe

M.Com, LLB, FCS
Practicing Company Secretaries

SECRETARIAL COMPLIANCE REPORT OF

CIAN Agro Industries & Infrastructure Ltd for the Year Ended 31st March, 2020

[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. 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 31st March, 2020 ("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 03rd October 2018)



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

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 2,09,87,921 Equity shares 2,05,63,021 (97.98%) Equity shares are in Demat form as on 31 st March 2020.	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 13(3) of SEBI (LODR) Regulations, 2015 requires Statement of Investor Complaint to be filed within 21 days from end of quarter.	The Company had filed Statement for First quarter ended 30 th June 2020 on 22 nd July 2020.	The Company delayed in filing statement by one days.



- 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) 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
01	BSE	Non compliance with Minimum Public shareholding under Regulation 38 of SEBI (LODR) Regulation 2015 and 19(2) and 19A of the Securities Contracts(Regulation) Rules 1957	BSE vide its letter LIST/ COMP/PC/250/2019-20 dated 12 th December 2019 levied a penalty of Rs 4,95,600 which was revised to Rs 2,24,200 vide letter LIST/ COMP/PC/255/2019-20 dated 31 st December 2019	The Company had remitted total fine of Rs 2,24,200(inclusive Taxes) on 04 th January 2020.

- 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 st March 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
01	Previous Company secretary cum Compliance officer resigned with effect from 09 th March 2019. The Company had appointed Company Secretary as Compliance officer wef 24 th April 2019.	The Listed entity complied with the norms of Appointment of Company Secretary cum Compliance officer.	There is no deviation noted during the Financial Year 2019-20.
02	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	Pursuant to the order of Hon'ble BIFR dated 01/08/2016 the Company had allotted 19905295 No. of fully paid equity shares to promoter & promoter group on	The Company achieved minimum Public shareholding on 05 th November 2019 and there is no deviation after that during the Financial year 2019-20.



<p>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.</p>	<p>28/09/2016 for which prior approval from BSE Limited was obtained. As result of this allotment promoter shareholding was increase to 91.86% and public shareholding fell to 8.14% instead of the required level of 75%-25% respectively. Greenedge Constructions Private Limited, one of the Promoters who were included in the promoter category (Incoming Promoters) as per the BIFR order, offered their holding to the public through Offer for Sale (OFS) on 30th August, 2019, 03rd September, 2019. The Promoters made another Offer for Sale (OFS) on 25th September, 2019, 26th September, 2019 and 31st October, 2019, 01st November, 2019 respectively in order to comply with MPS, and as a result the Company achieved its Minimum Public Shareholding Requirement. As on date, the Promoters have been able to reduce their holding from 82.78% to 75% after the last three OFS made by the Promoters. The Company has complied with the Minimum Public Shareholding (MPS) requirements of</p>	
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		at least 25% public shareholding in terms of Rule 19(2)(b) and 19A of Securities Contracts (Regulation) Rules, 1957 (SCRR), and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).	
03	Regulation 31(2) of SEBI Listing Obligation and Disclosure Requirement) Regulation 2015 requires 100% of Promoter and Promoters Group to be dematerialised form. However out of 2,55,97,895 Equity shares 2,51,65,995 Equity shares are in dematerialised form as on 31 st March 2019	The Company has advised the Promoter and Promoter Group shareholders to dematerialise the shares and it was informed in that the process has been initiated and in under process	The Company has advised the Promoter, however all Promoter and Promoter group shareholder has not dematerialised their entire sharesholding yet.

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

Date: 27th July 2020
Place: Nagpur




CS Kaustubh Moghe
Practicing Company Secretaries
FCS.No 10603 & CoP No 12486
UDIN: F010603B000512632

SECRETARIAL COMPLIANCE REPORT OF
CIAN Agro Industries & Infrastructure Ltd for the Year Ended 31st March, 2020

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 2020 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: 27th July 2020
Place: Nagpur




CS Kaustubh Moghe
Practicing Company Secretaries
FCS.No 10603 & CoP No 12486
UDIN: F010603B000512632