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



To, The Secretary, Bombay Stock Exchange Ltd. Phiroze Jeejeebhoy, Towers 27<sup>th</sup> Floor, Dalal Street Mumbai- 400 023 23<sup>rd</sup> September, 2016

## BSE Security ID: CIANAGRO & Security Code: 519477

Sub: Consolidated Report of the Scrutinizers on remote e-voting and voting through Physical Ballot at the 31st Annual General Meeting (AGM) of CIAN Agro Industries & Infrastructure Limited under Regulations 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are also submitting the details of the voting results of the business transacted at the 31st AGM held on on Friday, 28th September 2018 at 11:00 AM at "Siddhivinayak Celebration", Opp. NIT Garden, Ring Road, Trimurti Nagar, Nagpur-440022, Maharashtra, India alongwith the Consolidated Report of the Scrutinizers on remote e-voting and voting through Physical Ballot at the AGM.

Yours Faithfully & INFRA

For CIAN Agro Industries & Infrastructure Limited

Rohan Deshpande

Company Secretary & Compliance Officer

NAGPUR

Mem No.: A41901

Encl.: As above

Date: 29th September 2018

Place: Nagpur



# **Kaustubh Moghe**

M.Com, LLB, ACS
Practicing Company Secretaries

## FORM No. MGT-13

## SCRUTINIZER'S REPORT

(Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 & 22 of the Companies (Management and Administration) Rules, 2014

To,

The Chairperson of

Thirty-first (31st) Annual General Meeting of Members of CIAN Agro Industries & Infrastructure Ltd, held on Friday, 28th September, 2018 at 11.00 AM; at "Siddhivinayak Celebration", Opp. NIT Garden, Ring Road, Trimurti Nagar, Nagpur-440022, Maharashtra, India

Sub: Consolidated Scrutinizer's Report for E-Voting and voting by ballot paper at the Annual General Meeting on the resolution contain in the notice convening the 31st Annual General Meeting on 28th September, 2018

Dear Sir,

At the outset, I would like to thank you for appointing me as the scrutinizer for E-Voting and voting by ballot paper by the members at the 31st Annual General Meeting of your Company held on Friday, 28th September, 2018 at 11.00 AM at "Siddhivinayak Celebration", Opp. NIT Garden, Ring Road, Trimurti Nagar, Nagpur-440022, Maharashtra, India.

I am please to submit the scrutinizer's report, which is comprehensive and self explanatory in all respects.

Date: 29th September 2018

Place: Nagpur

Nagpur \* Nagpur secrete

Signature: 1 Membership No.:<u>31541</u> CoP No.:12486

### SCRUTINIZER'S REPORT

Name of the Company	Cian Agro Industries & Infrastructure Ltd
Meeting Thirty-first (31st) Annual General Meeting of Members	
Date & time	Friday, 28th September, 2018 at 11.00 AM
Venue	"Siddhivinayak Celebration", Opp. NIT Garden, Ring Road, Trimurti Nagar, Nagpur-440022, Maharashtra, India

## Appointment as scrutinizer:

I, Kaustubh Moghe, Company Secretary in practice, was appointed by the Board of Directors vide resolution passed at their Board meeting held 31st August 2018 as the Scrutinizer for e-voting as well as poll conducted at 31st Annual General Meeting of the Cian Agro Industries & Infrastructure Ltd (herein after referred as the Company) held on Friday, 28th September, 2018 at 11.00 AM; at "Siddhivinayak Celebration", Opp. NIT Garden, Ring Road, Trimurti Nagar, Nagpur-440022, Maharashtra, India

## Dispatch of Notice convening Meeting:

The Company annexed alongwith AGM notice dated 31st August, 2018; Financial Statement for the year ended 31st March 2018, including attendance slip and Proxy form as required under the Companies Act 2013. The total number of share as on this date is 2,79,85,895 Equity shares. The Company has informed that, on the basis of the registered of Members, the Company completed dispatch of the notice of AGM on 04st September 2018, by courier to 5840 members in physical form and to 201 members via electronic mode.

The proxy form deposited forty-eight hours before the commencement of the meeting were counted for voting.

Business Agenda at the AGM

Resoln. No.	Resolution
Ordinary Bus	iness
1	To receive and adopt the Standalone and Consolidate Annual Accounts for FY ended 31st March 2018
2	To re-appoint Shri Ravindra Boratkar (DIN: 00299351) as Director, who retires by rotation
Special Busi	ness
3	Ratification of Remuneration of Cost Auditor for F.Y 2017-18
4	Ratification of the Remuneration of Cost Auditor of the company for F.Y 2018-19.
5	Alteration in Memorandum of Association of the Company.
6	Amendment in Articles of Association of the Company.
7	Re-Appointment of Mrs. Gauri Chandrayan as an Independent Director of the Company.
8	Re-Appointment of Mr. Anandrao Raut as an Independent Director of the Company.
9	Approval to Make Investment, Give Loan, Or Provide Security/Guarantee By the Company.



### Cut off date

The voting were reckoned on Friday, 21st September 2018, being cut off date for the purpose of deciding the entitlements of the Members at remote e-voting, voting at the Meeting and for polling paper.

## Remote e-voting

## Agency

The Company had appointed M/s Central Depository Securities Limited ("CDSL") as the Agency for providing the remote e-voting platform.

## Remote e-voting platform

Remote e-voting platform was open from 10.00 am, on Tuesday, 25th September 2018 to 05.00 pm, Thursday, 27th September 2018 and members were required to cast their votes electronics conveying their assent or dissent in respect of the ordinary and special resolution on the e-voting platform provided by M/s Central Depository Securities Limited ("CDSL")

## Voting at the AGM

As prescribed under rule 20(4) (xiii) of the Companies(Management and Administration)Amendment rule 2015 for the purpose of ensuring that the members who cast their votes through remote e-voting do not vote again at the general meeting, the scrutinizer shall have access after closure of period of remote e-voting and before the start general meeting, to only such details relating to the members who have cast their votes through remote e-voting, such as their names, DP Id/ Client Id, folio nos, number of shares held but not the manner in which they have voted.

Accordingly, Company's registrar and transfer (R&T) agent, M/s Bigshares Services Pvt Ltd, Mumbai me, Register of Member(RoM) containing the name of members, DP Id, Client Id, folio no, and shareholding of the members who had cast their votes through remote e-voting, poll as well as ballot form for eligibility of members for casting votes.

## Counting Process

Polling paper for business mentioned in the Notice of AGM dated 31st August 2018 considered for calculation upto the conclusion of meeting.

In respect of members who have been exercise their voting right through both polling paper and e-voting, the votes cast through e-voting have been considered as valid

On completion of voting at the meeting, M/s Central Depository Securities Limited ("CDSL") provide me list of member who had cast their votes, their holding details of votes cast on the resolution.

The votes where reconciled with the record maintained by the Company and Bigshares Services Pvt Ltd with respect to the authorization/proxy lodge with the Company.



The vote cast through e-voting upto 5.00 pm on Thursday, 27th August 2018 were downloaded from the website of M/s Central Depository Securities Limited ("CDSL"). I unblock the remote e-voting results on the platform in presence of Mr Gautam Tiwari and Ms Ms Ketji Bagne residing at Nagpur who are not in employment of the Company.

After the time fixed for closing of the poll by the Chairperson, two empty ballot boxes kept for polling were locked in the presence of mine as scrutinizer (poll at the AGM) with due identification marks placed by me.

The locked ballot boxes were subsequently opened in the presence of poll scrutinizer and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company's R&T agent, Bigshares Services Pvt Ltd.

I did find one poll papers incomplete so as to treat it as an invalid. I have not found any mutilated polling paper.

## Declaration

My responsibility for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner and to make a scrutinizer report of the vote cast 'in favour", 'against' or invalid/abstain / by interested parties for the ordinary or special resolution as stated above.

The Consolidated results with respect to each item no the agenda as set out in the notice of 31st AGM dated 31st August 2018 is enclosed.

Based on information results, I report that four Ordinary Resolutions as contained in item no 01 to item no 04 and five special resolution as contained in item no 05 to item no 09 of the notice of 31st AGM dated 31st August 2018 have been passed with the requisite majority.

The poll papers and all other relevant records were sealed and handed over to the Compliance officer for safe keeping.

Date: 29th September 2018

Place: Nagpur

oghe \* 1

Signature: Membership No.:31541

CoP No.:12486

## Result

## Item No. 1- Ordinary Resolution-

To receive, consider and adopt the Standalone and Consolidate Audited Financial statements (including Audited Consolidated Financial statements) for the financial year ended 31st March, 2018 and the Reports of the Directors and Auditors thereon.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	29	24361795	
2.	Less-Invalid Physical ballot forms	1	100	
3.	Net valid Physical ballot forms	28	24361695	
4.	Physical ballot forms with assent	27	24359695	99,992
5.	Physical ballot forms with dissent.	1	2000	0.008

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	1	100	
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	1		-
4.	E-voting with assent	1	100	100
5.	E-voting with dissent.	0	0	0

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	
2.	Less-Invalid voting	1	100	72
3.	Net valid voting	29	24361795	# <b>2</b>
4.	Voting with assent	28	24359795	99.992
5.	Voting with dissent.	1	2000	0.008



## Item No. 2- Ordinary Resolution.

To appoint a Director in place of Mr. Ravindra Boratkar (DIN 00299351), who retires by rotation and, being eligible, offers himself for re-appointment.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	29	24361795	-
2.	Less-Invalid Physical ballot forms	1	100	ď.
3.	Net valid Physical ballot forms	28	24361695	
4.	Physical ballot forms with assent	28	24361695	100.00
5.	Physical ballot forms with dissent.	0	0	0.00

E-Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	1	100	A STATE OF THE STA
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	1	100	
4.	E-voting with assent	ï	100	100
5.	E-voting with dissent.	0	0	0

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	
2.	Less-Invalid voting	1	100	
3.	Net valid voting	29	24361795	
4.	Voting with assent	29	24361795	100.00
5.	Voting with dissent.	0	0	0.00



Item No. 3 Ordinary Resolution.
Ratification of Remuneration of Cost Auditor for F.Y 2017-18.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	29	24361795	
2.	Less-Invalid Physical ballot forms	1	100	-
3.	Net valid Physical ballot forms	28	24361695	
4.	Physical ballot forms with assent	28	24359695	99.9996
5.	Physical ballot forms with dissent.	0	0	0.0004

E-Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	1	100	TE WAR
2.	Less-Invalid E-voting	0	0	1876-0
3.	Net valid E-voting	1	100	4
4.	E-voting with assent	0	0	0
5.	E-voting with dissent.	1	100	100

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	-
2.	Less-Invalid voting	1	100	
3.	Net valid voting	29	24361795	
4.	Voting with assent	28	24361695	99.9996
5.	Voting with dissent.	1	100	0.0004



## Item No. 4- Ordinary Resolution.

Ratification of the Remuneration of Cost Auditor of the company for F.Y 2018-19.

Physical Voting

Sr. No,	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	29	24361795	-
2.	Less-Invalid Physical ballot forms	1	100	4
3.	Net valid Physical ballot forms	28	24361695	74
4.	Physical ballot forms with assent	28	24361695	100.00
5.	Physical ballot forms with dissent.	0	0	0.00

E-Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	1	100	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	1	100	
4.	E-voting with assent	1	100	100
5.	E-voting with dissent.	0	0	0

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	
2.	Less-Invalid voting	1	- 100	알
3.	Net valid voting	29	24361795	2 
4.	Voting with assent	29	24361795	100.00
5.	Voting with dissent.	0	0	0.00



Item No. 5- Special Resolution.
Alteration in Memorandum of Association of the Company.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1,	Total Physical ballot forms received	29	24361795	
2.	Less-Invalid Physical ballot forms	1	100	4. 4.
3.	Net valid Physical ballot forms	28	24361695	
4.	Physical ballot forms with assent	28	24361695	100.00
5.	Physical ballot forms with dissent.	0	0	0.00

E-Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1,	Total E-voting received	1	100	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	1	100	
4.	E-voting with assent	1	100	100
5.	E-voting with dissent.	0	0	0

Sr. No.	Particular's	No. of Physical Ballot Form	No, of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	
2.	Less-Invalid voting	1	- 100	
3.	Net valid voting	29	24361795	
4.	Voting with assent	29	24361795	100.00
5.	Voting with dissent.	0	0	0.00



Item No. 6- Special Resolution.

Amendment in Articles of Association of the Company.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	29	24361795	727
2.	Less-Invalid Physical ballot forms	1	100	4 2
3.	Net valid Physical ballot forms	28	24361695	
4.	Physical ballot forms with assent	28	24361695	100.00
5.	Physical ballot forms with dissent.	0	0	0.00

E-Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	1	100	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	1	100	
4.	E-voting with assent	1	100	100
5.	E-voting with dissent.	0	0	0

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	
2.	Less-Invalid voting	1	100	
3.	Net valid voting	29	24361795	<u> </u>
4.	Voting with assent	29	24361795	100.00
5.	Voting with dissent.	0	0	0.00



## Item No. 7- Special Resolution.

Re-Appointment of Mrs. Gauri Chandrayan as an Independent Director of the Company.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	29	24361795	-
2.	Less-Invalid Physical ballot forms	i	100	
3.	Net valid Physical ballot forms	28	24361695	1
4.	Physical ballot forms with assent	28	24361695	100.00
5.	Physical ballot forms with dissent.	0	0	0.00

E-Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	1	100	
2.	Less-Invalid E-voting	0	0	-
3.	Net valid E-voting	1	100	
4.	E-voting with assent	1	100	100
5.	E-voting with dissent.	0	0	0

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	-
2.	Less-Invalid voting	1	- 100	
3.	Net valid voting	29	24361795	
4.	Voting with assent	29	24361795	100.00
5.	Voting with dissent.	0	0	0.00



<u>Item No. 8- Special Resolution.</u>
Re-Appointment of Mr. Anandrao Raut as an Independent Director of the Company.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	29	24361795	
2.	Less-Invalid Physical ballot forms	1	100	1 2
3.	Net valid Physical ballot forms	28	24361695	34
4.	Physical ballot forms with assent	28	24359295	99.9984
5.	Physical ballot forms with dissent.	1	400	0.0016

E-Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	1	100	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	1	100	
4.	E-voting with assent	1	100	100
5.	E-voting with dissent.	0	0	0

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	
2.	Less-Invalid voting	1	100	
3.	Net valid voting	29	24361795	2
4.	Voting with assent	28	24359395	99.9984
5.	Voting with dissent.	1	400	0.0016



## Item No. 9- Special Resolution.

Approval to Make Investment, Give Loan, Or Provide Security/Guarantee By the Company.

Physical Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	29	24361795	1/2
2.	Less-Invalid Physical ballot forms	1	100	di s
3.	Net valid Physical ballot forms	28	24361695	E E
4.	Physical ballot forms with assent	28	24359495	99,9988
5.	Physical ballot forms with dissent.	1	200	0.0012

E-Voting

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	1	100	
2.	Less-Invalid E-voting	0	0	
3.	Net valid E-voting	1	100	
4.	E-voting with assent	0	0	0
5.	E-voting with dissent.	1	100	100

## Total

Sr. No.	Particular's	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total voting received	30	24361895	_
2.	Less-Invalid voting	Ĭ	100	<u>u</u>
3.	Net valid voting	29	24361795	
4.	Voting with assent	28	24359495	99.9988
5.	Voting with dissent.	1	300	0.0012

(\*Note: Interested Members if any voting was treated as invalid and not taken on Count.)



CS Kaustubh O. Moghe Company Secretaries M.Com, LL.B., ACS Mem.No. 31541 Cop No.: 12488