



**Agro Industries & —  
— Infrastructure Ltd.**

(Formerly known as  
Umred Agro Complex Ltd.)

**30<sup>TH</sup>** ANNUAL  
REPORT  
2016-17



*Industrial  
Infrastructure  
& Allied Works*

*Health &  
Personal Care*

*Agro Business  
Division*

*The Foundation stones for a balanced success are  
**HONESTY, CHARACTER, INTEGRITY, FAITH & LOYALTY.***

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## BOARD OF DIRECTORS

**Mr. Nikhil Gadkari**  
Managing Director  
W.E.F 01.01.2017

**Mrs. Gouri Chandrayan**  
Chairperson – Independent Director

**Mr. Arvind Bakde**  
Director

**Mr. Anandrao Raut**  
Independent Director

**Mr. Shrawan Parate**  
Director (upto 30.06.2017)

**Mr. Ravindra Boratkar**  
Director

## KEY MANAGERIAL PERSONS

**Mr. Suneet Pande**  
Chief Executive Officer

**Mr. Rohan Deshpande**  
Company Secretary &  
Compliance Officer

**Mr. Nitin Bedekar**  
Chief Financial Officer  
(Upto 30.06.2017)

**Mr. Rajendra Zade**  
Chief Financial Officer  
(w.e.f. 07.07.2017)

**Statutory Auditor**  
P.G. Joshi & Co.  
Chartered Accountants

**Secretarial Auditor**  
Mr. Kaustubh Moghe  
Practicing Company Secretary

**Registered Office**  
7<sup>th</sup> Floor, Shop No. 602, B-Wing,  
Shriram Shyam Tower, Kingsway  
Nagpur - 440001  
**Tel. No.:** (+)91-712-2551144/2551155  
**Website :** www.cianindustries.com  
**Email :** info@cianindustries.com

### Bankers

- Yes Bank Limited
- Samruddhi Co-Operative Bank Limited
- Yavatmal Urban Co-Op. Bank Ltd.
- Wardha Nagri Sahkari Adhikosh Maryadit

**Registrar & Transfer Agent**  
Big Share Services Private Limited

### Stock Exchange

- Bombay Stock Exchange (BSE)
- Scrip Code – 519477
- Scrip Name – CIANAGRO
- ISIN – INE052V01019

### Works

Village Kolari Tahsil Chimur  
Dist. Chandrapur - 442903

Work units of Subsidiary Company:  
Jairam Infraventure Pvt. Ltd.  
Plot No. A-1/1, Kalmeshwar  
Industrial Area, Dist. Nagpur-441501

**Our Presence :** Nagpur, Thane, Dadar, Kolhapur, Pune, Nashik & Aurangabad



## ***MESSAGE FROM THE MANAGING DIRECTOR***

Dear Shareholders,

We are glad to bring to you this 30<sup>th</sup> Annual Report of our Company. 30<sup>th</sup> Annual Report signifies the long journey our Company had completed so far. During these years many times we had to face turbulent & difficult situations but our Company continued its steadfast approach to strive for excellence and overcome all those obstacles.

Personally this year is also of special significance for me and also to our Company, during this year we finally broke free from the shackles of a being sick industrial unit after 19 long years and rose to new heights of success like a phoenix rising from ashes. Our Company not only has become free from the purview of BIFR and SICA but also the Net Worth of the Company has turned positive by more than 10.49 Crores. During the year we also restarted our manufacturing unit (vegetable oil refinery) and successfully re-launched of our own Brand of edible oil "Amrutdhara". The response received from customers to our products was heartwarming. This success was testimony to the hard work & efforts put in by our employees & stakeholders for the revival of the Company. This success has further fueled our desire to work even more dedication to achieve more success for the Company.

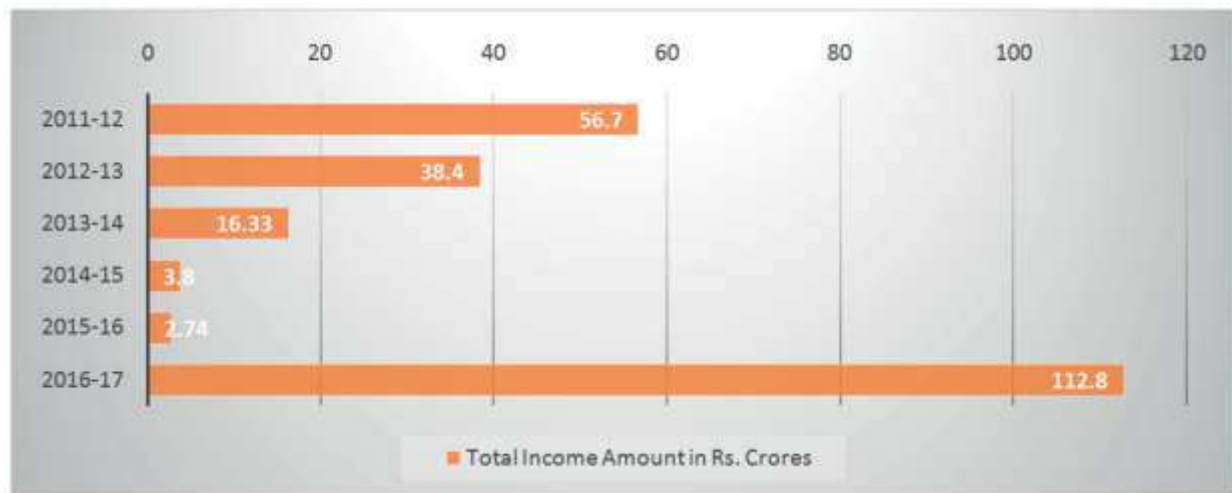
Challenges in the next year will surely be harder as the erratic monsoon seasons continues to hamper the soyabean cultivation in the fields, procurement of quality raw material & optimum capacity utilization will prove to be a difficult task. But we are sure to beat these odds, Company has already expanded its range of edible oils by introducing Groundnut, Rice-bran and sunflowers oil of our own Brand of edible oil "Amrutdhara". Our Company has also launched range of various spices under our own brand called "CIAN Spices" which has gained popularity in short time. We have diversified our operations into health & personal care products business thereby truly transforming the Company from an edible oil manufacturer into a FMCG Company. Our infra division continues to firmly supplement the business of the Company.

We are also pleased to share with you the news of revocation of suspension on trading of Company's securities on the Stock Exchange. Trading of shares of our Company was suspended for many years but now it has been revoked by the BSE Limited w.e.f 15<sup>th</sup> May 2017. The revocation coupled with the successful performance of the company during the year has already increased price of Company's share significantly.

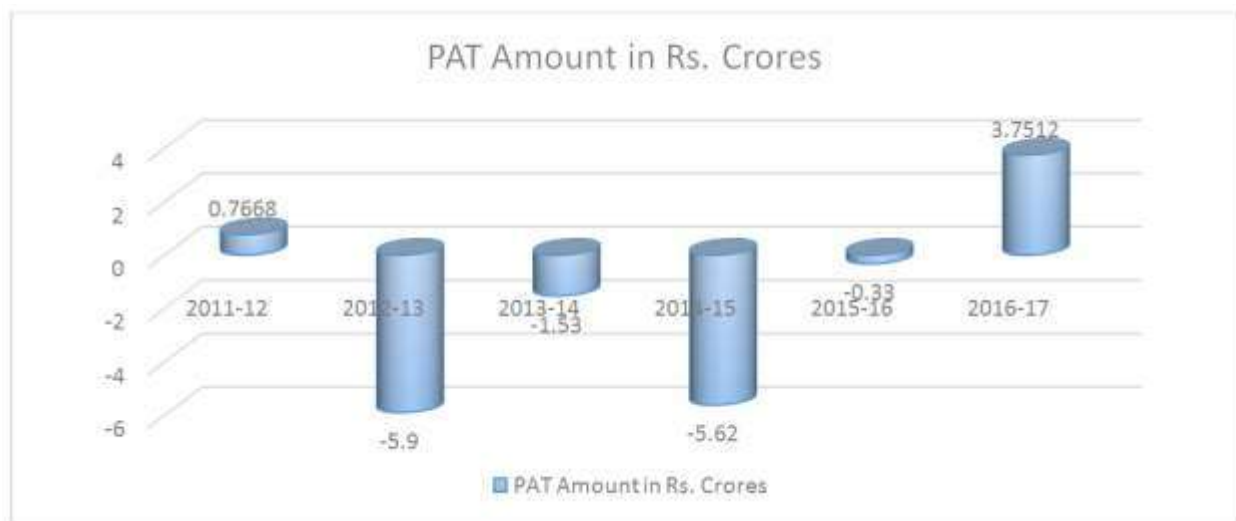
Going forward, we will strive to develop a distribution network & supply chain, focus on brand building, improvements in products and packaging techniques, expand our reach into the retail space and bolster our market presence. The Company is confident of the brand building and Agro business that continues to be strong and resilient. This will drive the future growth and meet the expectations of the various stakeholders.

**Nikhil Nitin Gadkari**  
Managing Director

## CIAN Agro Industries & Infrastructure Ltd. At a Glance



CIAN



## NOTICE

**NOTICE** is hereby given that 30<sup>th</sup> **Thirtieth Annual General Meeting of CIAN Agro Industries & Infrastructure Limited (Formerly known as Umred Agro Complex Limited)**, will be held on Friday, **September 29, 2017 at 10.00 a.m.** at the Registered Office of the Company at 7<sup>th</sup> Floor, Shop No. 602, B-Wing, ShriramShyam Tower, Kingsway, Nagpur - 440 001, to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial statements (including Audited Consolidated Financial statements) for the Financial year ended 31st March, 2017 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ravindra Boratkar (DIN 00299351), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To Ratify the appointment of Statutory Auditors of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:  
**“RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by Board of Directors at their meeting held on 15<sup>th</sup> July 2016 and subsequent ratify by the Members at the Twenty-nine Annual General Meeting appointing M/s. P G Joshi & Co, Chartered Accountants, Mumbai (Firm Registration No. 104416W) as Statutory Auditors of the Company to hold office until the conclusion of Thirty-fourth Annual General Meeting of the Company, the Company hereby ratifies and confirms the appointment of M/s. P G Joshi & Co, as Statutory Auditors of the Company for the financial year ending 31st March, 2018 on such remuneration as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

### SPECIAL BUSINESS:

4. To appoint Mr. Nikhil Nitin Gadkari (DIN: 00234754) as Managing Director of the Company and in this regard consider and if thought fit, to pass, with or without modification(s), the following resolution as A **SPECIAL RESOLUTION**:  
**“RESOLVED THAT**, in accordance with the provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof) and the Articles of Association of the Company and subject to the approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Members of the Company be and is hereby accorded for the appointment of Mr Nikhil Nitin Gadkari (DIN: 00234754) as the Managing Director of the Company designated as Promoter and Executive Director, whose office shall be liable to retire by rotation for a period of 5 (five) years from 1<sup>st</sup> January, 2017 to 31<sup>st</sup> December, 2021 upon the terms and conditions including remuneration considered and approved by the Board of Directors and Nomination and remuneration committee of the Board as set out in the explanatory statement annexed hereto with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr Nikhil Nitin Gadkari (DIN: 00234754) in the best interests of the Company and as may be permissible at law

**RESOLVED FURTHER THAT**, in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorised in its absolute discretion to do all such acts, deeds, matters and ancillary and consequential things including settlement of any doubts, questions or difficulties whatsoever that may arise to give effect to the above resolution”.

- 5 To ratify the remuneration of Mr. Nikhil Nitin Gadkari, Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as A **SPECIAL RESOLUTION**:  
**“RESOLVED THAT** further to special resolution passed by members of the Company for appointment of Mr. Nikhil Nitin Gadkari (DIN: 00234754) for a period of 5 (five) years w.e.f. 1<sup>st</sup> January, 2017 at a remuneration and on the terms & conditions mentioned therein, pursuant to the provisions of Section 197 read with Schedule-V Part-II Section-II and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, approval of the Members of the Company be and is hereby accorded, for the yearly remuneration payable to Mr. Nikhil Gadkari as the Managing Director for a period of 5 (five) years from 1<sup>st</sup> January, 2017 to 31<sup>st</sup> December, 2021 upto the double of the limits prescribed in Schedule-V Part-II Section-II of Companies Act, 2013 in the event of loss or inadequacy of profit earned by the Company during the aforesaid tenure of the appointment and on the terms and conditions as set out in the Explanatory Statement annexed to this notice as approved by the Board of Directors of the Company.



**RESOLVED FURTHER THAT** the Board be and is hereby authorised in its absolute discretion to do all such acts, deeds, matters and ancillary and consequential things including settlement of any doubts, questions or difficulties whatsoever that may arise to give effect to the above resolution. Consequential things including settlement of any doubts, questions or difficulties whatsoever that may arise to give effect to the above resolution.”

**6. To approve redemption of preference shares and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as A SPECIAL RESOLUTION.**

“**RESOLVED THAT** pursuant to order of Hon'ble BIFR dated 24<sup>th</sup> October 2016, and the provisions of section 48 & 55 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) & and other applicable laws and subject to the necessary approvals from the other appropriate statutory authorities as may be required, the Board of Directors or its committee be and are hereby authorised to redeem 5,000 14% Cumulative Redeemable Preference Shares of Rs 100 each aggregating to Rs 5,00,000 to be redeemed out of the profits of the Company which would otherwise be available for dividend or out of fresh issue of shares made for the purpose of such redemption and to make consequential amendments to Clause V of the Memorandum of Association and Articles of Association of the Company after the redemption.

**RESOLVED FURTHER THAT** the Board of directors of the Company be and are hereby authorised to do all such acts, deeds and things necessary for the purpose of giving effect to this resolution.”

**7. To re-classify the status of certain persons/entities of Promoter & Promoter Group and in this regard, to consider and if thought fit, to pass the following resolution as A SPECIAL RESOLUTION:**

“**RESOLVED That** pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and other applicable laws and subject to the necessary approvals from the Securities and Exchange Board of India (SEBI), Stock Exchange and other appropriate statutory authorities as may be required, the consent of the Members of the Company be and is hereby accorded to re-classify the status of the following persons/entities forming part of the “Promoter and Promoter Group” of the Company and from whom the Company has received the request for re-classification be and are hereby re-classified from “Promoter & Promoter Group Category” to “Public Category” of the Company:

**RESOLVED FURTHER THAT** the above 'Outgoing Promoters' and the persons acting in concert with them shall not hold more than ten percent of the paid-up equity share capital of the Company nor shall have any special right through formal or informal arrangements and shall not directly or indirectly exercise control, over the affairs of the Company

**RESOLVED FURTHER THAT** the above mentioned outgoing promoters & their relatives, including Mr. Arvind Bakde and Mr. Ravindra Boratkar who are existing Non-executive Director of the Company, may act or continue to as Director, Key Managerial Personnel of the Company.

**On meeting of above conditions following share holders shall since to be the promoters of the company**

Sr. No.	Name of the Promoters from whom request for re-classification is received	Number of Shares	shareholding %
1	Mr. Uday Shankar Kamat	3,78,000	1.35
2	Mrs. Salila UdayKamat	1,54,000	0.55
3	Mr. Anand Shankar Kamat	1,03,500	0.37
4	Mr. Prakash Shankar Kamat	1,78,900	0.64
5	Mr. Shrawan Parate	139,400	0.50
6	Mrs. Shakuntala Parate	39,100	0.14
7	Mr. Abhay Parate	38,900	0.14
8	Mr. Pranay Parate	42,500	0.15
9	Mrs. Mangala Parate	5,000	0.02
10	Mr. Sunil Pedgaonkar	3,39,700	1.21
11	Mrs. Geeta Sunil Pedgaonkar	94,300	0.34
12	Mr. Prashant Joshi jointly with Mrs. MeghaPrashant Joshi	31,100	0.11
13	Mr. Nitin K. Mudholkar	8,200	0.03
14	Mr. Waman D. Bakde	14,600	0.05
15	Mr. ArvindWamanBakde	3,03,000	1.08
16	MeenakshiPradeepBakde	1,000	0.00
17	Chandrashekhar S Deollikar	4,500	0.02

Sr. No.	Name of the Promoters from whom request for re-classification is received	Number of Shares	shareholding %
18	PradeepWamanBakde	3,500	0.01
19	DeodattaDhananjayBakde	2,500	0.01
20	DayaramBhagwanjiNarnaware	500	0.00
21	KeshavPandurangManusmare	1,500	0.01
22	DattuPandurangManusmare	1,000	0.00
23	PravinWamanBakde	3,000	0.01
24	SushilTukaramKohade	2,000	0.01
25	Rajesh Manusmare	2,000	0.01
26	AshaDeoraoBakde	3,500	0.01
27	ManoramaPrabhakarPatil	4,500	0.02
28	Sushma Sunil Rambhal	2,500	0.01
29	PushpaGaidhane	68,000	0.24
30	MinalRajaramGaidhane	15,500	0.06
31	Mm-Activ Scitech Communications Pvt. Ltd.	1,00,000	0.36

**RESOLVED FURTHER THAT** the Board and/or the Company Secretary be and are hereby jointly or severally authorized to submit the application for seeking their consent for reclassifying above persons/individuals from promoter shareholders to public shareholders, where the securities of the Company are listed or any other regulatory body, as may be required, and to take such steps expedient or desirable to give effect to this resolution and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard without requiring to secure any further consent or approval of the members of the Company or of the Board."

**8. To approve the terms & conditions of the financial facilities availed from Yes Bank Limited and in this regard, to consider and if thought fit, to pass the following resolution as A SPECIAL RESOLUTION:**

**"RESOLVED THAT**, the Company currently availing a cash credit facility not exceeding Rs. 400,000,000 (Rupees Four Hundred Million Only) (the **"Facility"**) from YES Bank Limited (**"the Bank"**) largely on the terms and conditions specified in the Facility Letter Ref. No. YBL/MUM/FL/1064/2016-17 dated 20<sup>th</sup> December 2016 issued by the Bank and the financing documents, for the purposes of working capital (the **"Purpose"**).

**RESOLVED FURTHER THAT**, in accordance with the provisions of **Section 62(3)** of the Companies Act, 2013 and other applicable provisions and the rules issued thereunder and applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Memorandum of Association and Articles of Association of the Company and applicable regulations, the consent of the Company be and is hereby accorded to the Board on the terms and conditions contained in each of the financing documents, such terms and conditions to provide, *inter alia*, for an option to the Bank to convert the whole or part of the outstanding of the Facility and/or any other monies in relation thereto (*whether then due and/or payable or not*), into fully paid up equity shares of the Company at par and/or at book value and/or at fair value and/or at market value, whichever is lower, in conformity with the applicable laws, as may be decided by the Bank, and in the manner specified in a notice in writing to be given by the Bank (*as the context requires*) to the Company (hereinafter referred to as the **"Notice of Conversion"**) and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised the Bank, upon the occurrence of a default by the Company or as specified under the financing documents;
- (ii) on receipt of the Notice of Conversion, the Company shall allot and issue the requisite number of fully paid-up equity shares to the Bank or such other person(s) identified by the Bank, as from the date of conversion and the Bank shall accept the same in satisfaction of the part of the loans so converted;
- (iii) the part of the Facility so converted shall cease to carry interest as from the date of conversion. Upon such conversion, the repayment installments of the Facility shall stand reduced proportionately by the amounts of the Facility so converted. The equity shares so allotted and issued to the Bank or such other person(s) identified by the Bank shall carry from the date of conversion, the right to receive proportionately, the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said equity shares shall rank *paripassu* with the existing equity shares of the Company in all respects. The Company shall, at all times, maintain sufficient un-issued authorized equity shares for the above purpose; and
- (iv) in the event the Bank exercises the conversion right as aforesaid, the Company shall, at its own cost, get the shares thus issued listed with such stock exchanges as may be prescribed by the Bank (*or by the person(s) identified by the Bank*) and for the said purpose the Company to do all such acts and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Bank shall have the right to convert the Facility or part thereof (including any unpaid interest thereon) into paid-up equity share capital of the Company, as may be required by the Bank, in accordance with the Strategic Debt Restructuring Scheme (SDR) issued by the RBI on June 8, 2015 as amended or modified or replaced from time to time, and which equity shares shall rank *paripassu* with the other equity shares of the Company.

**RESOLVED FURTHER THAT**, the Board be and are hereby authorized to issue, offer and allot such number of equity shares to the Bank on terms and conditions as provided in the financing documents for conversion of the said Facility.

**RESOLVED FURTHER THAT**, the terms of (i) the financing documents; and (ii) all other documents required in connection with the Facility and the transactions contemplated therein, be and are hereby approved by the Company.

**RESOLVED FURTHER THAT**, the Board be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Bank, arising from or incidental to the aforesaid terms providing for the option of conversion and/or invocation of SDR as mentioned above and to do all such acts and things as may be necessary to give effect to the above resolution.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid warrants and listing of the shares on conversion with the stock exchange(s), to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT**, subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors of the Company, with power to delegate to any officer of the Company, to give effect to this resolution.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

**9. To grant approval for related party transactions and in this regard, to consider and if thought fit, to pass the following resolution as A SPECIAL RESOLUTION**

**"RESOLVED THAT** pursuant to section 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') and the subject to such approvals, consents, sanctions terms & conditions related thereto and other permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of Company or the Committee thereof to enter into contracts and/or agreements with Related Parties as defined under the Act with respect to sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials, appointment of related party to any office or Place of profit in the Company or its subsidiary or associate Company or any other transaction of whatever nature with related parties for the financial year 2016-17.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to take such step as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."

**By Order of Board of Director  
For CIAN Agro Industries & Infrastructure Limited**

Place: Nagpur  
Date: August 31, 2017

(Rohan Deshpande)  
**Company Secretary & Compliance officer**



## NOTES

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2) Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) MEMBER / PROXY SHOULD BRING THE ATTENDANCE SLIP ENCLOSED HEREWITH, DULY FILLED IN, FOR ATTENDING THE MEETING.
- 4) The proxy shall not have the right to speak at the meeting.
- 5) An Explanatory Statement required under Section 102(1) of the Companies Act, 2013 in respect of the Special Businesses to be transacted at the meeting is annexed hereto.
- 6) Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Directors proposed to be appointed/ re-appointed in this meeting are annexed to this notice.
- 7) The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days inclusive).
- 8) All relevant documents referred in the Explanatory Statement shall be open for inspection, upto two days prior to the said meeting, at the Registered Office of the Company on all working days during 12.00 PM to 02.00 PM and at the meeting.
- 9) Members holding shares in physical form are requested to address all their correspondences including change of address, mandates etc. to the Registrar and Transfer Agents (RTA) viz. M/s. Bigshare Services Pvt Ltd, registered office at E-2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (E), Mumbai 400 072 and the Members holding shares in dematerialized form are requested to approach their respective Depository Participants for the same.
- 10) Since shares of the Company are traded on the Stock Exchanges compulsorily in demat mode, shareholders holding shares in physical mode are strictly advised to get their shares dematerialized.
- 11) The shareholders who are holding shares in demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically. Shareholders holding shares in physical form may kindly register their e-mail IDs to the RTA by sending an e-mail at [investors@bigshareonline.com](mailto:investors@bigshareonline.com). The Annual Report of the Company and other documents proposed to be sent through e-mail will also be made available on the Company's website i.e. [www.cianindustries.com](http://www.cianindustries.com). Members holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advised to make a nomination through their Depository Participants. The nomination form can be downloaded from the Company's website [www.cianindustries.com](http://www.cianindustries.com)

- 1) **E-Voting:**

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Board of directors has appointed Mr. Kaustubh Onkar Moghe (ACS No. 31541) Practicing Company Secretary, as the Scrutinizers for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner and he have communicated his willingness to be appointed for the said purpose.

The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com>

**The e-voting period commences on September 26, 2017 (9:00 am) and ends on September 28, 2017 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** of 22<sup>nd</sup> September, 2017. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22<sup>nd</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@bigshareonline.com](mailto:info@bigshareonline.com).

The facility for voting through ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website is given below :**

1. Open the attached PDF file "**e-Voting.pdf**" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.  
NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).  
In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of (**CIAN Agro Industries & Infrastructure Limited**). Members can cast their vote online from **September 26, 2017 (9:00 am) till September 28, 2017 (5:00 pm).**

**Note: e-Voting shall not be allowed beyond said time.**

8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail ([kaustubhmoghe84@gmail.com](mailto:kaustubhmoghe84@gmail.com)) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Further, NSDL is pleased to inform you that NSDL has now integrated its e-Services website (<https://eservices.nsdl.com/>) with the aforesaid e-Voting system of NSDL, which enables you as a registered User of IDeAS facility to also access e-Voting system of NSDL for casting your votes by using your existing login credentials viz.; User ID and password of IDeAS facility. Thus, you would not be required to log-in to e-Voting system separately for casting votes in respect of the resolutions of companies.

**Please note the following:**

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.