



30TH ANNUAL
REPORT
2016-17

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

(Formerly known as
Umred Agro Complex Ltd.)



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
7th 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 30th Annual Report of our Company. 30th 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.

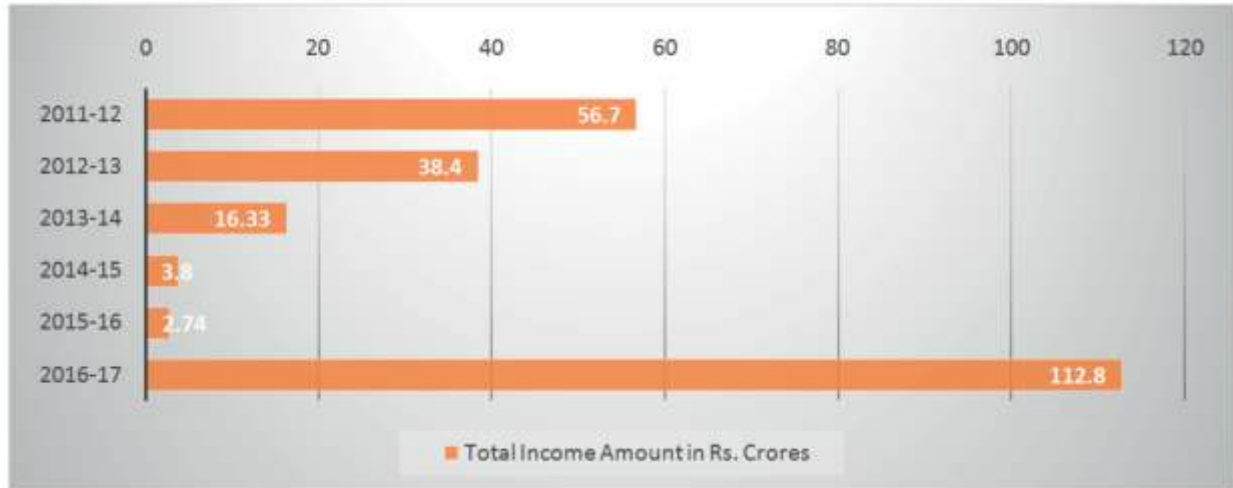
Challenges in the next year will surely be harder as the erratic monsoon seasons continues to hamper the soyabean cultivation in the fields, procurement of quality raw material & optimum capacity utilization will prove to be a difficult task. But we are sure to beat these odds, Company has already expanded 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 15th May 2017. The revocation coupled with the successful performance of the company during the year has already increased price of Company's share significantly.

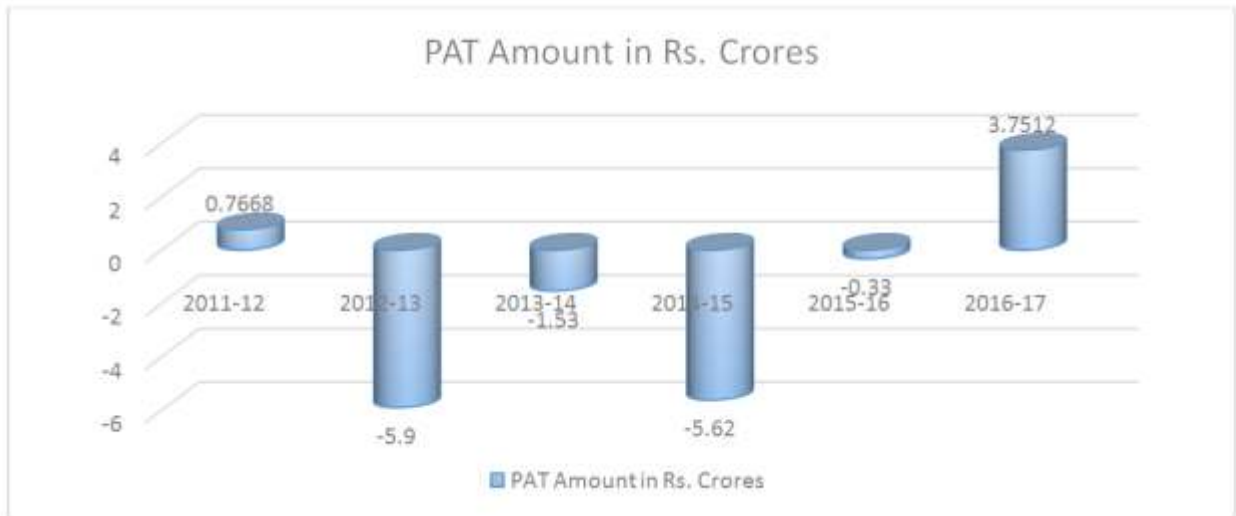
Going forward, we will strive to develop a distribution network & supply chain, focus on brand building, improvements in products and packaging techniques, expand our reach into the retail space and bolster our market presence. The Company is confident of the brand building and Agro business that continues 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 30th **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 7th 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 15th 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 1st January, 2017 to 31st 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. 1st 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 1st January, 2017 to 31st 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 24th 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 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 20th 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 22nd September, 2017 to 29th 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. 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. 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

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. KaustubhOnkarMoghe (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 22nd 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. 22nd September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or 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.
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) with a copy marked to 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.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The results declared along with the consolidated scrutinizers' report shall be placed on the website of the Company viz. www.cianindustries.com and on the website of NSDL viz. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

Other information:

Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through "Forgot User Details/Password?" or "Physical User Reset Password?" option available on the site to reset the same.

Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.



Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 04:

Mr. Nikhil Nitin Gadkari, aged about 31 years, individually holding Nil equity shares in the company, has rich experience of working in Agro-based Companies. The Board of Directors in its meeting held on 1st January, 2017, subject to approval of the members of the Company in the Annual General Meeting, has decided to appoint him as the Managing Director for a period of five years w.e.f. 1st January, 2017, terms and conditions more particularly provided in Agreement of Managing Director. Accordingly, it is proposed to seek the member's approval for the appointment and remuneration payable to Mr. Nikhil Nitin Gadkari, Managing Director in terms of applicable provisions of the Act.

The salient terms and conditions including remuneration payable to Mr. Nikhil Nitin Gadkari are as under:

1. **Period of Appointment:** 1st January 2017 to 31st December 2021
2. **Proposed Remuneration:**
 - a) **Basic Salary:** Rs. 3,03,950.00/-
 - b) **Various allowances as per Company's policy:** Rs. 5,60,008.00/-
 - c) **Others:** as may be decided by the Board from time to time.

I. GENERAL INFORMATION

- 1) **Nature of Industry:** Manufacturing of vegetable Refined oil & Spices, Distribution of FMCG Products, Industrial Infrastructure & Allied Works
- 2) **Expected Date of commencement of Commercial Production:** EXISTING COMPANY, NOT APPLICABLE
- 3) **In case of new companies, expected Date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus:** EXISTING COMPANY, NOT APPLICABLE
- 4) **Financial Performance based on given indicators**

(Rs. In Lacs)

Financial Parameters	2015-16	2014-15	2013-14
Sales Turnover	254.42	257.66	1152.86
Other Income	19.66	122.44	510.64
Total Income	274.08	380.10	1663.50
Profit Before Interest, Depreciation and Tax (PBIDT)	26.96	(423.23)	93.35
Interest & Financial Expenses	37.12	74.85	177.26
Depreciation	23.14	64.18	69.93
Profit / (Loss) Before Tax	(33.30)	(562.26)	(153.84)
Profit / (Loss) After Tax	(33.30)	(562.26)	(153.84)
Profit / (Loss) brought forward	(2708.17)	(2145.91)	(1992.07)
Profit / (Loss) carried forward	(2741.47)	(2708.17)	(2145.91)

- 5) Foreign Investments or Collaborations, if any: NIL

II. INFORMATION ABOUT THE APPOINTEES:

- 1) **Background Details:** Mr. Nikhil Nitin Gadkari's career over the years has spanned over various Sales and Marketing positions. He has a rich experience of working with Agro based Company and also has the experience of Real Estate sector.
- 2) **Past Remuneration:** NOT APPLICABLE
- 3) **Recognition and Awards:** He had played pivotal role in restructuring & revival of a Company in the past.
- 4) **Job Profile and his Suitability:** Mr. Nikhil Nitin Gadkari has an overall experience of more than 7 years working in various levels including management and administration. He has worked with Constructions, Infrastructure Sector and has been involved extensively in the Agro Based Industry.
He is also involved in implementation, funding and setting-up of projects. He also oversees all the regulatory matters. Mr. Nikhil Gadkari has played a pivotal role in restructuring the business of the Company and in revocation of suspension on trading of Company's securities on BSE Limited during his service and thus deserves a lion's share in Company's well being today.

In view of the above, and his diverse experience and the high esteem in which he is held in the Corporate Sector, the Board considers Mr. Nikhil Nitin Gadkari as the most suitable person for shouldering responsibilities pertaining to various facets governing the Management of the Company.

5) Remuneration Proposed:

- a) **Basic Salary:** Rs. 3,03,950.00/-
- b) **Various allowances as per Company's policy:** Rs. 5,60,008.00/-
- c) **Others:** as may be decided by the Board from time to time

The Board shall be entitled to revise or amend the remuneration of Mr. Nikhil Nitin Gadkari within the ceiling limit set out U/s 196, 197, 203 read with Schedule V of the Companies Act, 2013.

6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The remuneration structure offered to Mr. Nikhil Nitin Gadkari is comparable with similar kind of position in the Industry and is purely based on merit.

7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Mr. Nikhil Gadkari does not individually hold any equity shares of the Company. Mr. Nikhil Nitin Gadkari holds controlling stake in Purti Marketing Private Limited & Purti Contract Farming Private Limited which are promoter entities of our Company. Apart from receiving remuneration as stated above and dividend as a member of the Company, he does not receive any emoluments from the Company. No managerial personnel have any relationship with Mr. Nikhil Nitin Gadkari.

III. Other Information

1) Reasons of loss or inadequate profits:

Accumulated Losses of the Company till 31st March, 2016 are due to Company being registered at Hon'ble BIFR as a sick industrial unit and non-operation of its solvent extraction & vegetable oil refinery business.

2) Steps taken or proposed to be taken for improvement:

The Company utilized the funds bought in by its Promoters refurbished the plant & machinery & expand the capacity of at its factory located at village kolari, Dist. Chandrapur and have restarted the commercial operations thereon.

The Company in order to seek its financial revival has diversified into Infrastructure sector and started the business of distribution of FMCG products, healthcare & surgical equipments along with its existing Agro based business which is seasonal in nature.

These achievements in operations & business would result in improvement in the future profitability and debt servicing capacity of the Company.

3) Expected improvement in productivity and profits in measurable terms:

As the Company has now re-started its refinery operations and has launched variants of edible oil & spices in addition to its infrastructure & healthcare business segment, the Company is improvement in the future profitability and debt servicing capacity of the Company. The combined managerial and technical expertise of all the Company would enable the Company to develop a business model that would be competitive and cogent.

The Board recommends the Special Resolution as set out at Item no. 06 of the Notice for approval of the Members. None of the Directors and Key Managerial Personnel of the Company except Mr. Nikhil Gadkari, being an appointee, and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 04 of the Notice.

Item No. 05:

Considering technical and professional qualification of Mr Nikhil Gadkari and utilizing same fully for expansion of diversified business activities for improvement of financial performance of the Company the Board of Directors of the Company at the meeting held on 1st January 2017 have appointed Mr. Nikhil Gadkari as the Managing Director of the Company, not liable to retired by rotation, for a period of 5 years w.e.f 1st January 2017 with provisions of Section 196, 197, 203 and any other provisions of the Companies Act 2013 and the rules made thereunder (including any statutory modifications or enactments thereof, for time being in force) read with Part II Section II (A)(i) of Schedule V to the Companies Act 2013 and such other approvals of the members by special resolution.

In view of the above, the payment of the managerial remuneration of Mr Nikhil Gadkari, Managing Director for the said years may fall within the preview of Part II Section II (A)(i) of Schedule V of the Companies Act, 2013 which lays down the following limits for the payments of the managerial remuneration:

In case of effective Capital is	Maximum Yearly Permissible Limit of Managerial Remuneration Per Person (Rs.)
Negative or less than 5 Crores	60.00 Lakhs

As the Remuneration payable to Mr Nikhil Gadkari as per Part II Section II(A)(i) of Schedule V to the Companies Act, 2013 based on the effective capital as per the audited Balance sheet as on 31st March, 2016, is 60,00,000/- per annum, which is lesser than the remuneration of Rs. 1,03,67,496/- per annum being currently paid, hence approval of members is sought by special resolution to double the remuneration payable i.e. Rs. 1,20,00,000/- per annum.

The Board recommends the Special Resolution as set out at Item no. 06 of the Notice for approval of the Members. None of the Directors and Key Managerial Personnel of the Company except Mr. Nikhil Gadkari, being an appointee, and/or their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 05 of the Notice.

Item No. 06:

The Company in the year 1993 had issued 5000 14% cumulative preference shares of Rs. 100 each in order to finance the project activities of the Company redeemable after 5 years. However the Company was admitted to BIFR as sick Company due to net worth of the Company turning negative. Since then the Hon'ble BIFR from time to time has granted extension for redemption of preference shares due to financial distress faced by the Company.

Now that the Company has been discharged by Hon'ble BIFR on net worth of the Company turning positive, the Hon'ble BIFR in their its order has directed the Company to redeem the said preference shares at the earliest. Therefore the Board recommends this facilitating resolution for approval by the shareholders of the Company.

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of the Notice.

Item No. 7:

The Company is required to identify the individuals and entities forming part of its 'Promoter & Promoter Group Category' and 'Public Category' and disclose them under various provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), 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 other applicable laws as in force. Regulation 31A of the Listing Regulations empowers the Stock Exchange to allow re-classification or modification of the existing status of individuals or entities from 'Promoter & Promoter Group Category' to 'Public Category' or vice-versa, only subject to the fulfillment of the conditions as provided therein. The Company has received the request letters from certain individual persons belonging to the existing 'Promoter Group' of the Company to re-classify their status from "Promoter and Promoter Group Category" to "Public Category" of the Company in terms of Regulation 31A of the Listing Regulations. The names of the Outgoing Promoters from whom the Company has received request for re-classification, together with their shareholding as on the date of this Notice is given below:

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

The Board of Directors of the Company at their meeting held on 30th August, 2017 have favorably considered the request as none of the member of Promoters who have applied for reclassification:

- holds more than 10% of the total share capital of the Company (either individually or in concert);
- have any direct or indirect control over the affairs of the Company;
- holds any key managerial position in the Company; – except for Mr. Arvind Bakde who himself holds the office of non-executive director and Mr. Ravindra Boratkar, Non-executive Director of the Company who is also non – executive director of MM Active Scitech Communication Pvt Ltd, a promoter body corporate who has applied for reclassification.;
- is engaged in any management or day to day affairs of the Company;
- have any influences on the decision taken by the Company;
- have any special right through formal or informal arrangements with the Company

The Board of Director has accorded their approval to the said re-classification subject to the approval of the Members of the Company and relevant regulatory authorities. Post re-classification the remaining members of the existing 'Promoter and Promoter Group Category' of the Company will be as follows:

Sr. No.	Name of Promoter	No. of Shares Held	Shares held in %
1	Chaitanya Constructions And Builders Pvt Ltd	2,150,000	7.68%
2	Purti Marketing Private Limited	4,520,000	16.15%
3	Avinash Fuels Private Limited	7,313,290	26.13%
4	Purti Contract Farming Pvt Ltd	3,870,000	13.83%
5	Greenedge Constructions Private Limited	5,472,005	19.55%
6	Shivji Gangadas Patel	500	0.00%
7	Prakash Pandurangji Paunekar	2,500	0.01%
8	Panjabrav L Ambhore	100	0.00%
9	Kanjibhai Harilal Wegad	1,000	0.00%
10	Prakash Vinayak Bedekar	1,500	0.01%
11	Indumati Narendra Sorte	1,200	0.00%
12	Bhaiya Kondbaji Pongde	500	0.00%
13	Rajendra Ninawe	500	0.00%
14	Baburao Ramaji Bokde	1,000	0.00%
15	Rajendra Awasthi	2,500	0.01%
16	Pushpa Amrut Lambat	34,600	0.12%
17	Amrut Keshav Lambat	175,500	0.63%

Sr. No.	Name of Promoter	No. of Shares Held	Shares held in %
18	Vijay Radheshyam Pandit	1,000	0.00%
19	Laxmibai Kesharao Lambat	10,000	0.04%
20	Alka Chandrabhan Sadawarti	2,500	0.01%
21	Bhaurao Ghanshyamji Kharbikar	5,000	0.02%
22	Usha Umrao Kharbikar	1,000	0.00%
23	Sundartai Mahadeo Kharbikar	500	0.00%
24	Nanda Shirish Harode	7,500	0.03%
25	Pandurang Dashrath Kalamkar	2,500	0.01%
26	Kalpna Trilokchand Sorte	1,800	0.01%
27	Manda Keshavrao Sonkusare	1,000	0.00%
28	Bhaskar Ramaji Thakare	1,000	0.00%
29	Sangeeta Shankar Sadawarti	2,000	0.01%
30	Shankar Gyandeo Sadawarti	2,500	0.01%
31	Vijay VishwanathSorte	1,000	0.00%
32	Raojibhai Manaji Patel	500	0.00%
33	Gunderao Gulabrao Kadu	500	0.00%
34	Sunil Vishwanath Sorte	500	0.00%
35	Ravi Shriram Joshi	1,800	0.01%
36	Ram Dinkar Pathak	1,500	0.01%
37	Shivani Ravi Joshi	2,300	0.01%
38	Dattu Balaji Kalamkar	1,000	0.00%
39	Ashok Baburaoji Sapate	1,500	0.01%
40	Uday Amrut Lambat	500	0.00%
41	Nanda Kiranrao Deshpande	800	0.00%
42	Keshao Bhaskarrao Chandle	500	0.00%
43	Hira Ravi Mahajan	1,000	0.00%
44	Pappusingh Jamaitsingh Bagga	1,000	0.00%
45	Bhanu Rajan Mahajan	1,000	0.00%
46	Rajan Dattatraya Mahajan	2,000	0.01%
47	Kishore Amanmal Jashnani	1,000	0.00%
48	Ramesh Amanmal Jashnani	1,000	0.00%
49	Ravi Dattatraya Mahajan	2,000	0.01%
50	Keju Gopalrao Barapatre	1,000	0.00%
51	Sumedha Ram Pathak	1,500	0.01%
52	Smita Vijay Joshi	500	0.00%
53	Shubhangi Suresh Pathak	500	0.00%
54	Nikhil Tukaram Mendhekar	2,500	0.01%
55	Jairam Moreshwar Telang	1,000	0.00%
56	Mandeep Pappusingh Bagga	1,000	0.00%
57	Preetu Amrut Lambat	2,000	0.01%
58	Sudher Shrihari Voditel	1,000	0.00%
59	Vijay Vitthal Joshi	1,500	0.01%
60	Vikram Prabahkar Nene	1,000	0.00%
61	Nanda Sonkusre	1,000	0.00%

Further as per Rule 19A of the Securities Contracts (Regulation) Rules, 1957, the public shareholding as on date of this Notice does not fulfill the minimum public shareholding requirement of at least 25% of the total share capital however as per Reg. 31(1)(7) of SEBI (LODR) Regulation 2015 the proposed re-classification shall not be counted towards any increase in the Public Shareholding. The Board is considering other methods for achieving the criteria of minimum public shareholding.

Mr. Arvind Bakde & Mr. Ravindra Boratkar, both Non-executive Directors and their respective relatives may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out at Item no. 7 of the Notice, since they are the exiting members of the Promoter and Promoter Group category of the Company and have sought for re-classification into Public Category. Their respective shareholding in the Company has already been disclosed above.

The Board recommends the Special Resolution as set out at Item no. 7 of the Notice for approval of the Members. None of the Directors and Key Managerial Personnel of the Company and/or their relatives except as mentioned above are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item no. 7 of the Notice.

Item No. 8:

The Company has been sanctioned and is currently availing financial facilities of Rs. 40.00 crores from Yes Bank Limited. For availing this facility the Company has provided adequate security in the form of land building plant & machinery of the Company situated at its factory at village Kolari, Dist. Chandrapur and also has provided additional security by way of personal guarantee of its Directors & Key Managerial Personnel. However the bank has requested for passing of said resolution as mentioned in item 08 to further safeguard its interest. Such types of resolutions are now part of common practice adopted by many banks in accordance with the current economic scenario. Therefore the Board recommends this facilitating resolution for approval by the shareholders of the Company.

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 08 of the Notice.

Item No. 9:

Pursuant to Section 188 of the Companies Act, 2013, the Board can enter into the transaction, mentioned under aforesaid Resolutions, which are not in the ordinary course of business and/or are not on arm length basis, only with approval of the shareholders accorded by way of a Special Resolution though, your Company always enters into transactions with Related Parties as on ordinary course of business and at Arm Length's basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is required under provisions of the Companies Act, 2013. The proposal outlined above is in the interest of Company.

The Board recommends passing of the Resolution. None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, except to extent of their shareholding in the Company or to the interest as Director or Shareholder or Partner or Otherwise in such other Related party Entity, if any.

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

Place: Nagpur
Date: August 31, 2017

(Rohan Deshpande)
Company Secretary & Compliance officer

Details of Directors Seeking Appointment in the forthcoming Annual General Meeting (Pursuant to Clause 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Nikhil Gadkari
Age	31 years
Qualifications, experience, brief resume of the Director & Nature of his expertise	Mr. Nikhil Nitin Gadkari has an overall experience of more than 7 years working in various levels including management and administration. He has worked with Constructions, Infrastructure Sector and has been involved extensively in the Agro Based Industry
Relationship with other directors and key Managerial Personnel	NIL
Names of the Listed entities in which the director holds directorships	NIL
Chairman / Member of the Committees of the Board of Directors as on 31.03.2017	NIL
Number of Board Meetings attended during FY 2017-18	3
Date of first appointment on the Board of the Company	01-01-2017
Shareholding in the Company as on 31.03.2017	Nil

Details of Directors Seeking Appointment in the forthcoming Annual General Meeting (Pursuant to Clause 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Name of the Director	Mr. Ravindra Boratkar
Age	53 years
Qualifications, experience, brief resume of the Director & Nature of his expertise	Mr. RavindraBoratkar is associated with the Company from past 15 years. He has wide experience of over 20 years in the administration, management of Public Institutions and having good public contacts.
Relationship with other directors and key Managerial Personnel	NIL
Names of the Listed entities in which the director holds directorships	NIL
Chairman / Member of the Committees of the Board of Directors as on 31.03.2017	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholders Relationship Committee - Member
Number of Board Meetings attended during FY 2017-18	12
Date of first appointment on the Board of the Company	25-03-2002
Shareholding in the Company as on 31.03.2017	500

DIRECTORS' REPORT

To,
The Members,

Your Directors hereby present their Thirtieth Annual Report on the business and operations of the Company and financial statements for the year ended March 31, 2017.

FINANCIAL PERFORMANCE / OPERATIONS :

Financial Results	(Rs. In Lacs)	
	Year ended on 31-Mar-2017	Year ended on 31-Mar-2016
• Sales Turnover	11,070.40	254.42
• Other Income	209.66	19.66
• Total Income	11,280.06	274.08
• Profit Before Interest, Depreciation and Tax (PBIDT)	540.43	26.96
• Interest & Financial Expenses	124.56	37.12
• Depreciation	40.75	23.14
• Profit /(Loss) Before Tax	375.12	(33.30)
• Profit /(Loss) After Tax	375.12	(33.30)
• Profit / (Loss) brought forward	(2741.47)	(2708.17)
• Profit / (Loss) carried forward	(2366.35)	(2741.47)

OPERATIONS OF THE COMPANY

Agro Division :

Operations of the Agro division of the company are majorly operated from its manufacturing unit situated at Village Kolari, Tehsil Chimur, District Chandrapur. It consists of vegetable oil refinery of the 100 TPD capacity which was refurbished & upgraded at the beginning of this year. This upgradation enabled the Company to cater the increasing demand for its well known brand of soyabean oil "AMRUTDHARA" which was re-launched in the month of April-2016.

During the year under review the Company generated its highest turnover in recent years for its Agro division by recording a turnover of Rs. 7883.53 Lakhs. Company's registered brand of edible oil "AMRUTDHARA" has gained a large market share in the vidarbha region which resulted in the record turnover of the Agro division. The Company also has arrangements with Future Group for supply of refined soyabean oil under their brands this arrangement is also helps the Company to optimize the capacity utilisation and maximize revenue generation.

The Company has also launched spices of various types under our own brand "CIAN Spices". For this Company has entered into agreements with a reputed manufacturer for the manufacturing of spices on job work basis. CIAN Spices are expected to further boost the revenue Generation by Agro division of the Company.

Infra Division :

The Management of the Company in order to increase the operational efficiency of company's Infra division, has acquired Jairam Infraventure Private Limited, a company with specialized business object of manufacturing of aluminum hot rolled sheets & other allied products. The company has also started infra trading activities which includes import of metal scraps & selling prospective buyers across India. This would lead to better control and specialized management in the Infra division. Management has expected a surge in operations & revenue of the infra division during next year.

Healthcare Division :

Healthcare division of the Company had widened its scope & includes personal care, hygiene care products & distribution of drug & surgical equipments. The Company has earned a handsome trading turnover of Rs. 3134.87 Lakhs.

Company had introduced its own sanitary products under our own brand named "Klaren" & cosmetic products under the brand named "O'IR" and a range of home care products under the brand named "NEU". This will enable the company to maintain steady revenue from this division.

CHANGE IN NATURE OF BUSINESS :

During the year under review, the Company in its 29th Annual General Meeting held on 29th September, 2016 had passed resolution for alteration of Memorandum Of Association to include, in addition to its existing business of Soybean extraction and vegetable oil refining, Agro Processing, Infrastructure business, the business of dealing in cosmetic, health care products, drug and surgical products, ayurvedic, personal care products and toiletries.

SHARE CAPITAL :

As at March, 31, 2017 the Authorised Share Capital of the Company was Rs. 30,00,00,000/- divided into 2,98,50,000 equity shares of Rs. 10 each and 15,000 Preference Shares of Rs. 100 each. The paid-up Equity Share Capital stood at Rs. 27,98,58,950 divided into 2,79,85,895 shares of Rs. 10 each. The paid-up Preference Share Capital of the Company is Rs. 5,00,000 divided into 5,000 Preference Shares of Rs. 100 each.

During the year under review, pursuant to the order of Hon'ble BIFR dated 01.08.2016, the Company in its Board meeting held on 28.09.2016 has allotted 1,99,05,295 fully paid up equity shares by way of conversion of unsecured loans bought in by the Promoters, promoter group & strategic alliance partner. The Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity shares.

The Hon'ble BIFR in its order dated 24th October 2016 has directed the Company to redeem the preference shares at the earliest.

DIVIDEND :

For the year ended on 31st March, 2017, in the view of the conservation of profits, the Directors regret their inability to recommend any dividend.

TRANSFER TO RESERVES :

The Company has not transferred any amount to the general reserve account during the reporting period.

REVISION OF FINANCIAL STATEMENT

During year under review there has been no revision of financial statement in the relevant financial year.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as Annexure B to the Board's report. The Company has proposed requisite resolutions for approval of members at the AGM.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

With respect to Particulars of Energy Conservation, Technology Absorption required under the Companies (Accounts) Rules, 2014, A separate statement of Particulars of Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo as Annexure C to the Board's report.

DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP):

i) CHANGE IN CHAIRPERSON :

Mrs. Gouri Chandrayan was appointed as Chairperson of our company w.e.f. 1st January 2017 in place of Mr. Shrawan Parate

ii) DIRECTOR'S APPOINTMENT

Pursuant to the provisions of the section 161 of the Companies Act, 2013 Mr. Nikhil Gadkari (DIN No.: 00234754) has been appointed as an Additional Directors w.e.f. 1st January 2017 and shall hold office only up to the conclusion of this Annual General Meeting. Being eligible, the Board recommends his appointment as Managing Director of the Company in terms of section 196 of the Companies Act, 2013 for a fixed term of 5 years.

Board of Directors of the Company have approved the terms of appointments of Mr. Nikhil Gadkari, vide an Agreement for appointment of Managing Director executed on 1st Day of January 2017, as the Managing, for a fixed period of 5 years from their Date of appointment on terms and conditions more particularly provided in Agreement for appointment of Managing Director.

iii) DIRECTOR'S RETIRING BY ROTATION :

In terms of Articles of Association of the Company and as per Section 152(6) of the Companies Act, 2013 provides that 2/3rd of the Board of Directors is considered to be Directors liable to retire by rotation, of which 1/3rd shall retire at every Annual General Meeting of the Company as per Section 152(6) (e) of the Companies Act, 2013 and the Company shall have an option to re-appoint the retiring Director or appoint someone else in his place.

This year Mr Ravindra Boratkar (DIN 00299351) shall retire by rotation and being eligible offers himself for re-appointment at this Annual General Meeting. The Board of Directors recommends his re-appointment for consideration of the Shareholders.

The brief resume and other details relating to Mr. Ravindra Boratkar (DIN 00299351) who is proposed to be re-appointed, as required to be disclosed under Reg. 36 of the SEBI (LODR) Regulation 2015, is incorporated in the annexure to the notice calling 30th Annual General Meeting of the Company.

iv) KEY MANAGERIAL PERSONNEL :

Pursuant to the Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions and rules of the Companies Act, 2013, the following existing executives of the Company were designated as the Key Managerial Personnel of the Company by the Board in term of 2(51) of the Companies Act 2013.

Mr. Nikhil Gadkari, Managing Director, w.e.f. 1st January 2017

Mr. Arvind Bakde, Whole Time Director (up to 30th June 2017)

Mr. Suneet Pande, Chief Executive Officer

Mr. Nitin Bedekar, Chief Financial Officer (up to 30th June 2017)

Mr. Rohan Deshpande, Company Secretary

Mr. Rajendra Zade, Chief Financial Officer w.e.f. 7th July 2017

SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES :

The Company have one (1) subsidiary Company namely Jairam Infraventure Private Limited (wholly own subsidiary) , which was acquired during the year under review. Business operations of Jairam Infraventure Private Limited are expected to commence by the end of this financial year.

A separate statement containing the salient features of the financial statements of subsidiaries of the Company in form AOC-1 has been disclosed in the Consolidated Financial Statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS :

In terms of the provisions of Reg. 34 of the SEBI (LODR) Regulations 2015, the Management's discussion and analysis is set out in this Annual Report as Annexure D to the Board's report.

EVALUATION OF BOARD'S PERFORMANCE :

Pursuant to provisions of Section 134 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Agreement and Disclosure Requirements) Regulations 2015 read with earlier clause 49 of the Listing Agreement, the Nomination and Remuneration Committee laid down the criteria for evaluating performance of the Board and its Committees. The Board approved the criteria laid down by Nomination and Remuneration Committee for evaluating performance of the Board. Review of the performance of the Board & its Committees was carried out by Independent Directors in accordance with the criteria.

DECLARATION BY INDEPENDENT DIRECTORS :

The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Agreement and Disclosure Requirements) Regulations 2015.

DIRECTORS' RESPONSIBILITY STATEMENT :

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The directors had prepared the annual accounts on a going concern basis and

e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

BOARD MEETINGS

During the year under review, 12 Board Meetings were held and the intervening gap between the meetings did not exceed the period prescribed under the Act, the details of which are given in the Corporate Governance Report, which forms an integral part of this report.

MATERIAL EVENTS OCCURRING AFTER END OF FINANCIAL YEAR

a. The Company had applied to BSE Limited for revocation of suspension from trading of Company's equity shares. BSE vide their letter dated 5th May 2017 has revoked the suspension w.e.f. 15th May 2017. Equity shares of the Company currently trading at a price of Rs. 15.90.

b. The Company in its Board Meeting dated 22nd April 2017 has decided to acquire 100% paid up share capital of Puri Agrotech Limited in order to make it a wholly owned subsidiary of our Company.

c. The tenure of Mr. Arvind Bakde as whole-time Director was pre-concluded on 30th June 2017.

d. Mr. Shrawan Parate, Director of the Company tendered his resignation from the post of Director w.e.f. 30th June 2017.

e. Mr Nitin Bedekar, Chief Financial Officer of the Company resigned from the post of Chief Financial Officer w.e.f. 30th June 2017. Mr. Rajendra Zade was appointed as Chief Financial Officer of the Company w.e.f. 7th July 2017.

f. The Company has started infra trading by importing metal scrap for trading purposes.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Management continuously reviews the internal control systems and procedures for the efficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions, financial reporting and ensures that all its assets are safeguarded and protected against losses. The Company's internal control systems with reference to the financial statements are adequate and commensurate with the nature of its business and the size and complexity of its operations and ensure that all its assets are safeguarded and protected against losses. These procedures are designed to ensure:

- a) that all assets and resources are used efficiently and are adequately protected;
- b) that all the internal policies and statutory guidelines are complied with; and
- c) the accuracy and timing of financial reports and management information is maintained.

The Board of Directors of the Company, appointed M/s T. P. Dable & Co, Chartered Accountants, as the Internal Auditor. The Internal Auditor of the Company conducts the audit on regular basis, The checks & controls to prevent, detect and correct any irregularities in the operations have been laid down by the Company. The Audit Committee periodically reviews internal audit reports and effectiveness of internal control systems.

REHABILITATION STATUS :

The Company was registered as sick industrial Company with Hon'ble BIFR since many years. However active steps were undertaken by the management along with our Strategic Alliance Partner for the revival of the Company in past couple of years. The Company from the funds bought in by the Strategic Alliance Partner had settled its dues with its secured creditors and also paid off the outstanding dues of various government authorities.

In the Review Hearing held on July 20, 2016, Hon'ble BIFR has approved the Miscellaneous Application filed by the Company and allowed the Conversion of Unsecured Loans of about Rs. 1990 Lacs infused by the Promoters/ Strategic Alliance Partners into Equity on Preferential Basis. This also resulted in Company's net-worth turning to positive.

The Company then applied for discharge from BIFR on the basis of net-worth turning positive and the Hon'ble BIFR in its hearing held on October 24, 2016 approved the Company's application thereby discharging the Company from BIFR as the Company was no longer a Sick Industrial Company.

INSURANCE:

Fixed and Current Assets of the Company are adequately insured.

OUTLOOK FOR NEW SEASON :

The Company encouraged from the response received to its Refined Soybean Oil "AMRUTDHARA" in a short period, have

now has decided to further expand its range of edible oils by launching Refined Groundnut, Rice-bran & Sunflower oils under Company's own brand "AMRUTDHARA". This will enable the Company to expand its reach in the markets & consolidates its position.

The Company is also looking forward to handsome trading turnover from Healthcare and Infrastructure Division in the financial year 2017-18.

LISTING OF SHARES :

During the year, the Shares of the Company continued to be listed on The Bombay Stock Exchange Limited, Mumbai under Scrip Code No. 519477. The Company's trading of security on Stock Exchange was suspended due to certain non-compliance. However, the Company has now complied with requirements under Listing Agreement and had made application to BSE Limited for revocation of suspension on trading of its securities, which was revoked w.e.f 15th May 2017.

COMMITTEES :

The Company has total three Committees namely Audit Committee, Stakeholders Relationship cum Share transfer Committee and Nomination and Remuneration Committee. The details of which are given in the Corporate Governance Report, which forms an integral part of this report.

CORPORATE GOVERNANCE CERTIFICATE :

Your Company is committed to achieve the highest standards of Corporate Governance. A separate statement on corporate governance is enclosed as a part of the Annual Report along with the Auditor's Certificate on its compliance as Annexure E to the Board's report.

PARTICULARS OF EMPLOYEES :

Particulars of employees pursuant to Section 197 r.w. Rule 5 of the Companies Act (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and amendments thereto are annexed herewith as Annexure G.

HUMAN RESOURCES :

The Company's HR policies and procedures are designed to recruit and retain the best talent to support the operations of your Company and to align the interest of employees with the long term organisational goals.

As part of the focus on human resources development during fiscal 2016-17, due to expansion of Business Activities of the Company, Company has initiate Code of Conduct and Ethics for the Employee of the Company, key policies that have been adopted by the Company

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has duly constituted Internal Complaint Committee (ICC) to provide protection against sexual harassment of woman at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto as per the requirements of the Section 4 of The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (No. 14 of 2013). All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

a) No. of Complaints received: 0

b) No. of Complaints disposed off: 0

EXTRACT OF ANNUAL RETURN :

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT-9 as a part of this Annual Report as "Annexure F"

CASH FLOW STATEMENT :

The Cash flow statement for the year ended March 31, 2017 is attached to the Balance Sheet.

VIGIL MECHANISM / WHISTLE BLOWER POLICY :

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism/ Whistle Blower Policy has been established by the Company to provide appropriate avenues for staff to report concerns about unethical behavior, fraud or violation of the Company's code of conduct or ethics policy.

This mechanism also provides for adequate safeguards against victimization of Director(s)/employee(s), who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases.

RISK MANAGEMENT POLICY AND REPORT

Your company has taken adequate measures to mitigate various risks impacting the Company, which includes the identification of various risk elements and steps for mitigation of the same.

AUDITORS :

The Company had appointed M/s P. G. Joshi & Company, Chartered Accountants, in its 29th Annual General Meeting held in the year 2016, to hold office upto the conclusion of 34th General Meeting to be held in the year 2021. M/s P. G. Joshi & Company continues to be the Statutory Auditors of the Company of the Company during the year under review.

COMMENTS ON THE AUDITORS' REPORT

Emphasis of Matter : With regard to the above, Company's comments are as under:

1. The Company's Board of Directors & Bankers had expressed their concern over the number of Debtors/Creditors which were outstanding since very long. Further Company's internal auditor in their quarterly reports has advised to either settle the accounts with the respective parties or to write off from the books of accounts at the earliest in order to reflect true & fair view of the Company's financial statements.

Hence in line with the accounting policy of the Company, some of the idle accounts of Debtors & Creditor which were outstanding for a period of more than 3 years and were not recoverable / payable and such parties were not traceable despite all reasonable efforts, were written off / Written back. Accordingly, the Board approved to write off old debit balances of Rs. 1,12,96,017/- and write back old credit balances Rs. 1,78,13,381/-.

2. The Company had applied for refunds of VAT and as the VAT assessment of previous years are not completed, the exact details of VAT claims receivables could not be provided.

COST AUDIT :As per notification issued by Minister of Corporate Affair (MCA) dated December 31, 2014, Cost Audit is not applicable to the Company for the Financial Year 2016-17.

SECRETARIAL AUDIT REPORT :Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. Kaustubh Moghe, Practicing Company Secretary, Nagpur to undertake the Secretarial Audit of the Company. The report of the Secretarial Auditors is enclosed as "Annexure H" to this report.

INFORMATION TECHNOLOGY : In line with the overall growth objective and strengthening the infrastructure base, the Company has invested in Information Technology (IT) Resource Planning system for leveraging its business values.

CORPORATE SOCIAL RESPONSIBILITY :

Section 135 of the Companies Act, 2013 has imposed Corporate Social Responsibility mandate on companies having minimum threshold limit of net worth, turnover or net profit as prescribed. Since your company does not meet any one of these criterion, it remains outside the purview of Sec. 135 and consequently the reporting requirements thereunder do not at present apply to us.

Even though your Company as a responsible corporate citizen has been making significant contributions towards socio-economic development. Your Company has been undertaking various schemes for the promotion of education, health-care and Community development etc.

ENCLOSURES

- a) Annex –A : Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
- b) Annex- B : Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section.
- c) Annex– C : Energy Conservation, Technology Absorption and Foreign Exchanges Earnings and Outgo.
- d) Annex– D : Management Discussion and Analysis Report
- e) Annex– E : Report on Corporate Governance.
- f) Annex– F : Extract of Annual Return as of 31st March, 2017 in the prescribed Form MGT-9.
- g) Anne– G : Particulars of Employees pursuant to Section 197 of the Companies Act 2013
- h) Annex- H: Secretarial Auditors Report.

APPRECIATION & ACKNOWLEDGEMENT

The Directors acknowledge with thanks unstinted support and co-operation received from the Hon'ble BIFR, Stock exchange, Company's Bankers, Strategic Alliance Partners, Govt. of Maharashtra, suppliers, customers and shareholders of the Company, during the year under review. We also recognize and appreciate the sincere hard work, patience, loyalty and dedicated efforts of the employees and look forward to their continued support.

Place: Nagpur
Date : August 31, 2017

For and on behalf of the Board of Directors

Nikhil Gadkari
Managing Director
DIN: 00234754

Arvind Bakde
Director
DIN: 00192273

Annexure A**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Amount in Rs.)

Sr. No.	1
Name of the Subsidiary	Jairam Infraventure Private Limited
Financial Year ending on	31/03/2017
Reporting Currency	Indian Rupee
Exchange Rate on the last day of the financial year	-
Share Capital	1,28,00,000
Reserves & Surplus	(46,930)
Total Assets	7,33,33,057
Total Liabilities	7,33,33,057
Investments (excluding Investments made in subsidiaries)	-
Turnover	-
Profit/(Loss) before tax	-
Provision for tax	-
Profit/(Loss) after tax	-
Proposed Dividend	-
% of shareholding	100%

Note: 1. Jairam Infraventure Private Limited is yet commence its commercial operations, expenses during the year were capitalized as part of project expenses.

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Sr. No.	N.A.
Name of Associates/Joint Ventures	N.A.
1. Latest audited Balance Sheet Date	N.A.
2. Shares of Associates /Joint Ventures held by the company on the year end	N.A.
No.	N.A.
Amount of Investment in Associates/ Joint Ventures	N.A.
Extend of Holding %	N.A.
3. Description of how there is significant influence	N.A.
4. Reason why the associate/joint venture is not consolidated	N.A.
5. Net worth attributable to Shareholding as per latest audited Balance Sheet	N.A.
6. Profit/(Loss) for the year	N.A.

For and on behalf of the Board of Directors

For P. G. Joshi & Co
Chartered Accountants
FRN: 104416W

Nikhil Gadkari
Managing Director
DIN: 00234754

Arvind Bakde
Whole-time Director
DIN: 00192273

Suneet Pande
CEO
PAN: AXDPP6425G

Nitin Bedekar
CFO
PAN: AELPB9465P

Rohan Deshpande
Company Secretary
PAN: BDAPD4505K

Atul Joshi
Partner
Mem. No.108849

Annexure B: forming part of Director's report

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis: CIAN Agro Industries & Infrastructure Limited has not entered into any contracts or arrangements or transactions with its related parties, which are not at arm's length during Financial Year 2016 - 17.
2. Details of material contracts or arrangement or transactions at arm's length basis

A	b	c	d	e	f
Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advances, if any:
Jairam Infraventure Private Limited – Wholly owned subsidiary w.e.f. 18.02.2017	Investment	N.A.	Investment of Rs. 1,28,00,000 in equity shares of Jairam Infraventure Private Limited during the month of February-March 2017	18.02.2017	Nil
Purti Marketing Private Limited – related party w.e.f. 01.01.2017	Sale of Goods	Going Concern	Sale of refined Soyabean oil (consumers packs) of Rs. During the moths of January to March 2017	01.01.2017	Nil
Pro-Fit Advertisers (India)Private Limited	Consultancy Services	N.A.	Consultancy charges of Rs. 69,000 paid for designing & development of logo for the product Klaren	-	Nil

For and on behalf of the Board of Directors

For P. G. Joshi & Co
Chartered Accountants
FRN: 104416W

Nikhil Gadkari
Managing Director
DIN: 00234754

Arvind Bakde
Whole-time Director
DIN: 00192273

Suneet Pande
CEO
PAN: AXDPP6425G

Nitin Bedekar
CFO
PAN: AELPB9465P

Rohan Deshpande
Company Secretary
PAN: BDAPD4505K

Atul Joshi
Partner
Mem. No.108849

Annexure C : Forming Part of the Director's Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as required under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014.

Your Company operates in a safe and environmentally responsible manner for the long-term benefit of all stakeholders. The Company works towards minimizing the impact of its operations on the environment and is committed to take effective measures to conserve energy, promote the use of renewable energy and drive energy efficiency in its operations. During the year under review, several steps were taken for conservation of energy, some of which are listed below:

a) Conservation of Energy :

A number of energy conservation techniques were initiated and successfully implemented. Some of the key initiatives undertaken in the manufacturing units were as follows:-

During the year, the Company restarted its refinery operations at its work unit situated at village kolari, tah. Chimur, Dist. Chandrapur. The Company has opted to procure thermal energy (steam) from an independent power generation unit located nearby at lower cost thereby reducing usage of coal to some extent in its own boilers & helped in reducing carbon foot print.

The Company while refurbishments of its factory has installed number of new tools & equipments in place of old & worn out equipments which not only increase the performance but also contributed in conservation of energy.

The Company has also to reduce usage of thermal energy (steam) has adopting automatic pumping traps for condensate recovery system.

The Company has also reduced the power consumption by installing energy efficient pumps.

(b) Technology Absorption :

The Company is continuously focusing on upgrading its products and manufacturing technology as well as acquiring new and advanced technology to meet the emerging expectations of the customers. The activities are in full consonance with the Company's objective of utilizing the most advanced energy efficient solutions at minimum cost.

There were no expenditure incurred on research & development during the year under review.

(c) Foreign Exchange Earnings : NIL

(d) Foreign Exchange Outgo : NIL.

Annexure D : Management Discussion and Analysis Report

Company Background

The Company is engaged in the processing of Soybean/ other oilseeds, marketing of edible oils in domestic market and de-oiled cakes in domestic and international markets. The Company has a Solvent Extraction Plant & Refinery located at Village Kolari, Tahsil Chimur, Dist. Chandrapur (Maharashtra).

The Company was registered with the Board for Industrial and Financial Reconstruction (BIFR Case No. 85/1997). Pursuant to order of hon'ble BIFR 01.08.2017 Company had allotted 19905295 no. of shares by way of conversion of unsecured loans had mobilised from the Promoters & their Associates. The Company by way of this conversion achieved positive Net-Worth and was subsequently discharged from the purview of BIFR vide final discharge order dated 24.10.2016.

Current Scenario

The Indian Edible Oil Industry is highly fragmented with extreme variation in the consumption pattern of Indian consumers of Edible Oil. The Indian Edible Oil market continues to be under penetrated and thereby holds immense business opportunities. Vegetable Oil consumption has increased due to rise in overall household income, surging retail sector, increasing health awareness, growing population and increasing demand. However, increasing demand has not matched with the level of production and thereby facilitating the imports of Edible Oil in the Country. The Industry now is heavily dependent on the Imported Crude/ Degummed Soybean Oil. With huge consumer market to cater to, big / multinationals corporations, have entered and the industry structure is in flux

Strengths/Opportunities

A well established supplier in the edible oil market, in operation for three decades supplying a diverse range of edible oils covering refined Soyabean oil, sunflower oil, ricebran oil and filtered groundnut oil and other vegetable oils.

The Company also had started its Infrastructure Division, which deals in erection & commissioning of projects of the Industrial Units in different horizons. In order to diversify and mitigate the risk involved in the agro-based industries the Company had also diversified into Healthcare segment by launching sanitary, hygiene & personal care products.

Weaknesses / Risks

The Edible Oil Industry is exposed to significant threats that arise because of price volatilities, regulatory uncertainties and raw material availability concerns. It also faces stiff challenges in marketing its products since there is little product differentiation, and assured off-take or long-term contracts are few and far between. The industry also has a high credit risk, which arises from its widespread debtor base and the trading nature of its operations.

As a result of all these factors, the industry is currently witnessing a large shakeout with the less efficient players closing shop. Large and organized players with relevant capabilities and financial strength are, on the other hand, improving their market positions

Audit and Internal Controls

An extensive program of internal audit conducted by the internal audit team, reviewed by the Audit Committee, and requisite guidelines and procedures augment the internal controls. The internal control system is designed to ensure that financial and other records are reliable for preparing financial statements and other information. These procedures ensure that all transactions are properly reported and classified in the financial records.

Human Assets

Success of any organization depends upon the engagement and motivation levels of its employees. In Human Resources, our emphasis is to give autonomy to people at different levels and create a sense of ownership in order to unleash their potential

The Human Resources Department is playing an important role in achieving the overall business objectives by creating a vision, building capability amongst people and more importantly, with a view to motivating and retaining talent and providing growth opportunities for them in their respective work areas, identified talent has been given new challenges through engagement, mobility and special projects.

Forward Looking Statement-Cautionary Statement

Forward-looking statements in the 'Management Discussion and Analysis' section are based on certain assumptions/ expectations of future events and are stated as required by applicable laws and regulations. Actual results could differ materially from those expressed or implied. Major factors that could make the difference to the Company's operations could be agro-climatic conditions, government policy, domestic & international market conditions and such other factors, which are beyond control of the management.

**Annexure E : forming part of Directors' Report
REPORT ON CORPORATE GOVERNANCE
(Pursuant to Reg. 34 of the SEBI (LODR) Regulations 2015)**

1. Company's Philosophy on Code of Governance:

Company's Philosophy on code of corporate Governance:

The vision and mission statement of the Company is to be a world class Agro Industry. Your corporation believes that Corporate Governance is a key element in improving the economic efficiency of a firm. Good Corporate Governance also helps to ensure that organization take into account the interests of a wide range of constituencies, as well as communities. Your Company abide by transparency and full accountability of Management on various issues pertaining to the Company's business thereby protecting the interest of the shareholders.

2. Board of Directors

The Board of Directors of the Company consists of Professionals and Technically qualified Individuals. The Board works through its various committees constituted to oversee specific operational areas. There are three (3) committees constituted by the Board of Directors namely Audit Committee, Nomination and Remuneration Committee, Stakeholder relationship and Share Transfer Committee. The total strength of Board as on March 31, 2017 is six (6) Directors including two (2) Promoter Directors and two (2) Independent Directors and one (1) non independent Director.

a) Composition : The Board of Directors of the Company as of March 31, 2017 consisted						
Non-Executive Directors			Executive Directors			
Dr. S. G. Parate- Promoter/Director			Mr. Nikhil Gadkari – Managing Director			
Shri Ravindra Boratkar- Non-Promoter/ Director			Mr Arvind Bakde – Whole-time Director			
Shri Anandrao Raut - Independent Director						
Shri Gouri Chandrayan- Independent Woman Director						
b) Meetings of the Board of Directors						
The Board of Directors met 12 times during the year under review on following dates:						
(1) 25th April, 2016	(2)30th May, 2016	(3) 15th July, 2016				
(4) 13th August, 2016	(5)30th August, 2016	(6) 28th September, 2016				
(7)21st October, 2016	(8)7th November, 2016	(9) 01st January, 2017				
(10) 11th January, 2017	(11)11th February, 2017	(12) 18th February, 2017				
c) Attendance of each Director at Meeting of Board of Directors and last AGM of the Company						
Directors	Designation	No. of Board Meeting Held attended	No. of Board Meeting AGM	Attendance at Last Pvt. Cos.	No. of Directorship in other Cos./ of other Cos.	No. of membership in various committees
Mr. Nikhil Gadkari	Managing Director	3*	3	N	2	NIL
Shri Arvind Bakde	Whole Time Director	12	12	Y	1	NIL
Dr. S. G. Parate	Director	12	12	Y	0	NIL
Shri Ravindra Boratkar	Director	12	12	N	6	NIL
Shri Anandrao Raut	Independent Director	12	12	Y	0	NIL
Smt. Gouri Chandrayan	Independent Director	12	12	Y	0	NIL

Note 1: Appointed During the year.

3. Details of Directors seeking appointment / re-appointment

1. Mr. Nikhil Gadkari

Qualification : M.B.A.

Experience : Over 7 yrs. experience in Administration & Management, Finance, Project Planning & Statutory Compliances.

Directorship in other Companies : 2

2. Mr. Ravindra Boratkar

Qualification : B.Sc., M.B.A.

Experience : Over 20 yrs. experience in Administration & Management of Public institutions and having good public contacts.

Directorship in other Companies : 6

4. Audit Committee

The Audit Committee of the Directors considers matters generally specified in the SEBI (LODR) Regulations 2015 i.e. suggesting to the Board of Directors, the accounting policies and procedures, Accounting Standards to be implemented. Members of the Audit committee are as follows:

Sr. No.	Names	Status	Designation
1	Shri. Anandrao Raut	Independent Non Executive Director	Chairman
2	Smt. Gauri Chandrayan	Independent Non Executive Director	Member
3	Shri. Ravindra Boratkar	Non-Independent Non Executive Director	Member

The Audit Committee held 7 meetings during the financial year under review on 25th April 2016, 30th May 2016, 15th July 2016, 13th August 2016, 21st October 2016, 11th January 2017 and 11th February 2017.

5. Nomination and Remuneration Committee

The Board of Directors has constituted a Remuneration Committee for the purpose of deciding appointment/ re-appointment of Managing Directors/ Whole Time Directors etc and remuneration and compensation payable to them. The Members of the Committee are as follows:

Sr. No.	Names	Status	Designation
1	Shri Anandrao Raut	Independent Non Executive Director	Chairman
2	Smt. Gauri Chandrayan	Independent Non Executive Director	Member
3	Shri Ravindra Boratkar	Non-Independent Non Executive Director	Member

During the financial year under review there was 1 meeting was held of Nomination & Remuneration Committee held on 11th January 2017.

Details of Remuneration/Sitting Fees paid to Directors during the Financial Year 2016-17:

Names	Salary	Perquisites	Others	Sitting Fees*	Total
Dr. S. G. Parate	—	—	—	—	—
Shri Ravindra Boratkar	—	—	—	—	—
Shri Anandrao Raut	—	—	—	—	—
Smt Gauri Chandrayan	—	—	—	—	—
Shri Nikhil Gadkari	24,20,874	—	—	—	24,20,874
Shri Arvind W. Bakde	18,96,000	—	—	—	18,96,000
Total	43,16,874	—	—	—	43,16,874

In view of the weak financial position of the Company, for the year 2015-16, Directors have waived of their sitting fees for year 2016-17.

6. Stakeholder's Relationship Committee

Objective :

This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. Especially it looks after grievances of shareholders and investors Complaints like dematerialisation / rematerialisation of shares, transfer of shares, transmission of shares, non-receipt of share certificates and/or balance sheet, dividend(s) etc. and timely redressal of their grievance thereto.

Sl. No.	Names	Status	Designation
1	Smt. Gauri Chandrayan	Independent Non Executive Director	Chairperson
2	Shri Anandrao Raut	Independent Non Executive Director	Member
3	Shri Ravindra Boratkar	Non-Independent Non Executive Director	Member

During the year under review, The Committee held 5 meetings on 30th June 2016, 13th August 2016, 17th January 2017, 17th March 2017 and on 31st March 2017 for the approval of transfer of shares. During the year, the Company received no complaints from the stakeholders.

7. Meeting of Independent Directors :

During the year under review, the Independent Directors met on 11th February, 2017, inter alia, to discuss matters as prescribed under the Companies Act, 2013 and Listing Regulations. All the Independent Directors were present at the Meeting.

8. General Body Meetings

Location and time where last three Annual General Meetings were held:

Year	Venue	Date	Time
2015-16	07 th Floor, B wing, Shriram Shyam Tower, Kingsway, Sadar, Nagpur - 440001.	29 th September 2015	10.00 a.m.
2014-15	07 th Floor, B wing, Shriram Shyam Tower, Kingsway, Sadar, Nagpur - 440001.	30 th September 2015	10.00 a.m.
2013-14	Sahas, 2nd floor, 64, Bajaj Nagar, Nagpur – 440010.	30 th September 2014	4.00 p.m.

All Resolutions are generally passed by way of show of hands. One Resolution was put through postal Ballot last year.

9. Certificate by CEO/CFO

As required by the Listing Regulations, the CEO and CFO certification is provided in this Annual Report.

10. Disclosure regarding transactions with Promoters / Directors or Management

During the year, the Company, pursuant to order of Hon'ble BIFR dated 24.10.2016, in its Board Meeting held on 28.09.2016 allotted 1,99,05,295 fully paid equity shares of Rs. 10 each by way of conversion of unsecured loans bought in by Promoters & Promoters group. For which company had obtained proper prior & post approvals from Stock exchange.

11. Means of Communication

The quarterly Financial Results are generally published in the national Daily newspaper "Indian Express" in English and Local Marathi Daily "Loksatta", which are widely circulated. The Company does not furnish the information to each shareholder individually.

12. Shareholders' General Information

a) Annual General Meeting: Annual General Meeting of the Company will be held on Friday, September 29, 2017 at 10.00 a.m., at the Registered Office, at 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Kingsway, Nagpur - 440 001.

Date of Book Closure : Wednesday, September 22, 2016 to Wednesday, September 29, 2016 (both days inclusive) for the purpose of Annual General Meeting.

b) Financial Calendar (Tentative) :

Results for quarter ended on June 30, 2017	:	Second Week of September 2017
Annual General Meeting	:	September 29, 2017
Results for the quarter ending on September 2017	:	Second Week of November 2017
Results for the quarter ending on December 2017	:	Second Week of February 2018
Results for the quarter ending on March 2017	:	Second Week of May 2018

d) Listing on Stock Exchange:

The Company's Shares have been listed on the Bombay Stock Exchange Limited, Mumbai under Scrip Code No. 519477. The Company's Trading of Security was suspended by the Stock Exchange due to certain non-compliance which is now been revoked w.e.f. 15th May 2017.

e) Dematerialisation of Securities: The Company is registered with both NSDL & CDSL for Dematerialisation of its shares and have obtained ISIN INE052V01019 for its equity shares listed on BSE Limited.

f) Share Transfer System : At present, Majority of the shares of the Company are in Demat mode and activities relating to transfer of shares are handled by Big Share Services Private Limited our RTA ie Registrar & Transfer Agent. On receipt of the transfer request, our RTA, verifies the request & documents received. If the transfer deeds along with Share certificates in physical form are found in order, it is submitted to Share Transfer Committee of the Directors for its consideration. Upon approval by the committee, necessary correction is made in Members' Register and then the Share Certificates are dispatched to the transferees by our RTA. For this purpose, near about 15 days period is taken for completion of the transfer. For this purpose the SEBI Guidelines, provisions of SEBI (LODR) Regulation 2015 and of Companies Act, 2013 and Articles of Association of the Company are generally followed.

by our RTA. For this purpose, near about 15 days period is taken for completion of the transfer. For this purpose the SEBI Guidelines, provisions of SEBI (LODR) Regulation 2015 and of Companies Act, 2013 and Articles of Association of the Company are generally followed.

i) The Distribution of Shareholding as on 31st March, 2017 was as follows:

Particulars	No. of Shares Held	% age of total Share Capital
Promoters		
Directors and their Relatives	5,82,500	2.08
Associate of Promoters		
Individuals	16,98,800	6.07
Bodies Corporate	2,34,25,295	2,34,25,295
83.70		
Non-Promoters		
Financial Institutions/Banks/Mutual Funds	37,000	0.13
Corporate Bodies	3,82,100	1.36
NRI/OCB/FII	87,600	0.31
Other Individuals	17,72,600	6.35
TOTAL	2,79,85,895	100.00

ii) Distribution of Shareholding (in Rs.) as on 31st March, 2017 was as follows

Shareholding of Nominal		Number of Shareholders	Percentage of Total No. Shares	Share Amount	Percentage of Total Amount
Rs. to	Rs. From				
1	5000	5403	89.9900	7706000	2.7535
5001	10000	345	5.7462	3103000	1.1088
10001	20000	121	2.0153	1908000	0.6818
20001	30000	45	0.7495	1152000	0.4116
30001	40000	10	0.1666	357000	0.1276
40001	50000	18	0.2998	868000	0.3102
50001	100000	18	0.2998	1467000	0.5242
100001	999999999	44	0.7328	263297950	94.0824

g) **Stock Price Data** : The Company's Shares Price was on Rs. 6.25/- per Share as on 31st March 2017. However after revocation of suspension on trading of securities the Share of the Company is currently trading at price of Rs. 15.90/- as on the date of this report.

h) **ADRs/ GDRs** : The Company has not issued any GDR/ADR/Warrants or any convertible instruments/securities.

i) **Works (Plant Location)** : The Solvent Extraction Plant and Vegetable Oil Refinery of the Company are located at Village Kolari, Tah. Chimur, Dist. Chandrapur, Maharashtra, 80 KMs. from Nagpur on the Nagpur – Nagbhir – Chandrapur State Highway.

j) Address for Correspondence/ Compliance Officer:

Mr. Rohan Deshpande

Company Secretary

Registered Office: 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Kingsway, Nagpur-440 001 (M.S.).

Ph. No. 0712- 2551144, Website: www.cianindustries.com

E-mail: info@cianindustries.com.

Place : Nagpur

Date : August 31, 2017

For and on behalf of the Board

Nikhil Gadkari
Managing Director
DIN : 00234754

Arvind Bakde
Director
DIN : 00192273

Part of Annexure E**CERTIFICATION BY CHIEF EXECUTIVE OFFICER**

To,
The Board of Directors
CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED

We hereby certify that for the financial year 2016-17 annual accounts, We have reviewed the financial statements and the cash flow and that to the best of my knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2016-17 which are fraudulent, illegal or violative.
4. I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that I have taken the required steps to rectify these deficiencies.
5. I further certify that :
 - a. there have been no significant changes in internal control during the year,
 - b. there have been no significant changes in accounting policies during the year,
 - c. there have been no instances of significant fraud, of which we have become aware, involving management or an employee having significant role in the Company's internal control systems.

Date : August 31, 2017

Place : Nagpur

Suneet Pande
Chief Executive Officer

Rajendra Zade
Chief Financial Officer

Part of Annexure E

PRACTICING COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED
CIN: L15142MH1985PLC037493
Reg Add: 07th Floor, Shop No 602, B-Wing
Shriram Shyam Tower, Kingsway
Nagpur-440001.

I have examined all the relevant records of **Cian Agro Industries & Infrastructure Limited** for the purpose of certifying compliance with the applicable conditions of Corporate Governance under Chapter IV to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) for the year ended 31st March, 2017.

The compliance of conditions of Corporate Governance is the responsibility of the management.

My examination was limited to procedures and implementation adopted by the Company for ensuring the compliance with the conditions of Corporate Governance.

This certificate is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that, the Company has complied with the applicable conditions of Corporate Governance as stipulated in the said Listing Regulations.

I further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care for any other purpose or to any other person.

Date : August 16, 2017

Place : Nagpur

Kaustubh Moghe
Practicing Company Secretary
ACS: 31541, COP No.: 12486

Annexure- F
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS :

i	CIN	L15142MH1985PLC037493
ii	Registration Date	13/09/1985
iii	Name of the Company	CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED
iv	Category/Sub-category of the Company	Indian Non-Government Company
v	Address of the Registered office & contact details	7 th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur-40001
vi	Whether listed company	Listed Company
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Big Share Services Private Limited. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059 Tel: 91-22-40430200 Fax: 91-22-2847 5207 Email: investor@bigshareonline.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Vegetable Oils	10402	71.21%
2	Surgical Equipments	46596	28.31%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

SI No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	Jairam Infraventure Private Limited	U27100MH2015PTC261997	SUBSIDIARY	99.99	2(87)

IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	2268800	2268800	28.08%	1653500	627800	2281300	8.15%	-19.93%
b) Central Govt.or State Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corporates	0	3520000	3520000	43.56%	23325295	100000	23425295	83.71%	40.15%
d) Bank/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL:(A) (1)	0	5788800	5788800	71.64%	24978795	727800	25706595	91.86%	20.22%
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks/FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any other...	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (A) (2)	0	0	0	0.00%	0	0	0	0.00%	0.00%
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	5788800	5788800	71.64%	24978795	727800	25706595	91.86%	20.22%
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	10200	10200	0.13%	0	10200	10200	0.04%	-0.09%
b) Banks/FI	0	26800	26800	0.33%	0	26800	26800	0.10%	-0.24%
c) Central govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) State Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Venture Capital Fund	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	0.00%
g) FIIS	0	19300	19300	0.24%	0	19300	19300	0.07%	-0.17%
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (B)(1) :	0	56300	56300	0.70%	0	56300	56300	0.20%	-0.50%
(2) Non Institutions									
a) Bodies corporates									
i) Indian	0	389100	389100	4.82%	100	382100	382200	1.37%	-3.45%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	0	1378800	1378800	17.06%	1000	1373300	1374300	4.91%	-12.15%
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	399300	399300	4.94%	0	399300	399300	1.43%	-3.51%
c) Others (specify)									
Non Resident Indians	0	0	0	0.00%	0	0	0	0.00%	0.00%
Overseas Corporate Bodies	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Nationals	0	68300	68300	0.85%	0	68300	68300	0.24%	-0.60%
Clearing Members	0	0	0	0.00%	0	0	0	0.00%	0.00%
Trusts	0	0	0	0.00%	0	0	0	0.00%	0.00%
Foreign Bodies-D R	0	0	0	0.00%	0	0	0	0.00%	0.00%
SUB TOTAL (B)(2):	0	2235500	2235500	27.67%	1100	2223000	2223000	7.95%	-19.72%
Total Public Shareholding (B)= (B)(1)+(B)(2)		2291800	2291800	28.36%	0	2279300	2279300	8.14%	-20.22%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
Grand Total (A+B+C)	0	8080600	8080600	100.00%	24979895	727800	27985895	100.00%	

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Chaitanya Constructions & Builders Private Limited	1,650,000	20.42%	0	2,150,000	7.68%	0	-12.74%
2	Purti Marketing Private Limited	1,470,000	18.19%	0	4,520,000	16.15%	0	-2.04%
3	Greenedge Constructions Private Limited	300,000	3.71%	0	5,472,005	19.55%	0	15.84%
4	Avinash Fuels Private Limited	0	0.00%	0	7,313,290	26.13%	0	26.13%
5	Purti Contract Farming Private Limited	0	0.00%	0	3,870,000	13.83%	0	13.83%
6	Mm-Activ Scitech Communications Pvt. Ltd.	100,000	1.24%	0	100,000	0.36%	0	-0.88%
7	Uday Shankar Kamat	378,000	4.68%	60.32	378,000	1.35%	0	-3.33%
8	Salila Uday Kamat	86,300	1.07%	30.48	154,000	0.55%	0	-0.52%
9	Prakash Shankar Kamat	178,900	2.21%	44.1	178,900	0.64%	0	-1.57%
10	Anand Shankar Kamat	3,500	0.04%	0	103,500	0.37%	0	0.33%
11	Arvind Wamanrao Bakde	289,200	3.58%	89.63	303,000	1.08%	0	-2.50%
12	Waman Domaji Bakde	12,000	0.15%	100	14,600	0.05%	0	-0.10%
13	Pradeep Wamanrao Bakde	3,500	0.04%	0	3,500	0.01%	0	-0.03%
14	Pravin Wamanrao Bakde	3,000	0.04%	0	3,000	0.01%	0	-0.03%
15	Asha Deorao Bakde	1,000	0.01%	0	3,500	0.01%	0	0.00%
16	Meenakshi Pradeep Bakde	1,000	0.01%	0	1,000	0.00%	0	-0.01%
17	Shrawan Govindrao Parate	139,400	1.73%	85.65	139,400	0.50%	0	-1.23%
18	Shakuntala Shrawan Parate	39,100	0.48%	100	39,100	0.14%	0	-0.34%
19	Abhay Shrawan Parate	38,900	0.48%	61.44	38,900	0.14%	0	-0.34%
20	Mangala Abhay Parate	5,000	0.06%	0	5,000	0.02%	0	-0.04%
21	Pranay Shrawan Parate	42,500	0.53%	51.76	42,500	0.15%	0	-0.37%
22	Sunil Vasant Pedgaonkar	303,000	3.75%	47.19	339,700	1.21%	0	-2.54%
23	Geeta Sunil Pedgaonkar	94,300	1.17%	100	94,300	0.34%	0	-0.83%
24	Pushpa Rajaram Gaidhane	41,000	0.51%	0	68,000	0.24%	0	-0.26%
25	Minal Rajaran Gaidhane	7,500	0.09%	0	15,500	0.06%	0	-0.04%
26	Nanda Shirish Harode	2,500	0.03%	0	7,500	0.03%	0	0.00%
27	Nitin Krishnakant Mudholkar	7,000	0.09%	0	8,200	0.03%	0	-0.06%
28	Prashant Joshi/Megha Joshi	30,000	0.37%	0	31,100	0.11%	0	
29	Sudhir Shrihari Voditel	1,000	0.01%	0	1,000	0.00%	0	-0.01%
30	Chandrashekhar S. Deollikar	2,500	0.03%	0	4,500	0.02%	0	-0.01%
31	Devdatta Dhananjay Bakde	1,000	0.01%	0	2,500	0.01%	0	0.00%
32	Dayaram B. Narnaware	500	0.01%	0	500	0.00%	0	0.00%
33	Pandurang D. Kalamkar	2,500	0.03%	0	2,500	0.01%	0	-0.02%
34	Manda Keshavrao Sonkusare	1,000	0.01%	0	1,000	0.00%	0	-0.01%
35	Nanda Sonkusre	1,000	0.01%	0	1,000	0.00%	0	-0.01%
36	Baburao Ramji Bokde	1,000	0.01%	0	1,000	0.00%	0	-0.01%
37	Keshav P. Manusmare	1,500	0.02%	0	1,500	0.01%	0	-0.01%
38	Dattu Balaji Kalamkar	1,000	0.01%	0	1,000	0.00%	0	-0.01%
39	Dattu Pandurang Manusmare	1,000	0.01%	0	1,000	0.00%	0	-0.01%
40	Ashok Baburaoji Sapate	1,000	0.01%	0	1,500	0.01%	0	-0.01%
41	Manorama Prabhakar Patil	3,000	0.04%	0	4,500	0.02%	0	-0.02%
42	Sushma Sunil Rambhal	1,500	0.02%	0	2,500	0.01%	0	-0.01%
43	Sushil Tukarm Kohade	2,000	0.02%	0	2,000	0.01%	0	-0.02%
44	Nikhil Tukaram Mendhekar	1,000	0.01%	0	2,500	0.01%	0	0.00%
45	Rajesh P. Manusmare	2,000	0.02%	0	2,000	0.01%	0	-0.02%

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
46	Prakash Vinayak Bedekar	1,500	0.02%	0	1,500	0.01%	0	-0.01%
47	Ravi Shiram Joshi	1,300	0.02%	0	1,800	0.01%	0	-0.01%
48	Nanda Kiranrao Deshpande	800	0.01%	0	800	0.00%	0	-0.01%
49	Hira Ravi Mahajan	1,000	0.01%	0	1,000	0.00%	0	-0.01%
50	Pappusingh Jamait Singh	1,000	0.01%	0	1,000	0.00%	0	-0.01%
51	Bhanu Rajan Mahajan	1,000	0.01%	0	1,000	0.00%	0	-0.01%
52	Rajan Dattatraya Mahajan	1,000	0.01%	0	2,000	0.01%	0	-0.01%
53	Kishore Amanmal Jashnani	1,000	0.01%	0	1,000	0.00%	0	-0.01%
54	Rajesh Amanmal Jashnani	1,000	0.01%	0	1,000	0.00%	0	-0.01%
55	Ravi Dattatraya Mahajan	1,000	0.01%	0	2,000	0.01%	0	-0.01%
56	Rajendraprasad K. Awasthi	2,500	0.03%	0	2,500	0.01%	0	-0.02%
57	Sumedha Ram Pathak	1,500	0.02%	0	1,500	0.01%	0	-0.01%
58	Smita Vijay Joshi	500	0.01%	0	500	0.00%	0	0.00%
59	Shubhangi Suresh Pathak	500	0.01%	0	500	0.00%	0	0.00%
60	Jairam Moreshwar Telang	1,000	0.01%	0	1,000	0.00%	0	-0.01%
61	Mandeep Pappusingh Bagga	1,000	0.01%	0	1,000	0.00%	0	-0.01%
62	Vijay Vitthal Joshi	1,000	0.01%	0	1,500	0.01%	0	-0.01%
63	Vikram Pandurang Nene	1,000	0.01%	0	1,000	0.00%	0	-0.01%
64	Prakash Pandurang Paunikar	2,500	0.03%	0	2,500	0.01%	0	-0.02%
65	Vijay Radheshyam Pandit	1,000	0.01%	0	1,000	0.00%	0	-0.01%
66	Rajendra Madhukar Ninawe	500	0.01%	0	500	0.00%	0	0.00%
67	Alka Chandrabhan Sadawarte	2,500	0.03%	0	2,500	0.01%	0	-0.02%
68	Bhaurao G. Kharbikar	2,500	0.03%	0	5,000	0.02%	0	-0.01%
69	Usha Omrao Kharbikar	1,000	0.01%	0	1,000	0.00%	0	-0.01%
70	Sundartai Mahadeo Kharbikar	500	0.01%	0	500	0.00%	0	0.00%
71	Kalpna Trilokchand Sorte	1,800	0.02%	0	1,800	0.01%	0	-0.02%
72	Bhaskar Ramji Thakare	1,000	0.01%	0	1,000	0.00%	0	-0.01%
73	Kanjibhai Harilal Wegad	1,000	0.01%	0	1,000	0.00%	0	-0.01%
74	Sangeeta Shankar Sadawarte	2,000	0.02%	0	2,000	0.01%	0	-0.02%
75	Shankar Gyandeo Sadawarte	2,500	0.03%	0	2,500	0.01%	0	-0.02%
76	Vijay Vishwanath Sorte	1,000	0.01%	0	1,000	0.00%	0	-0.01%
77	Shivaji Gangadasji Patel	500	0.01%	0	500	0.00%	0	0.00%
78	Raojibhai Manji Patel	500	0.01%	0	500	0.00%	0	0.00%
79	Gunderao Gulabrao Kadu	500	0.01%	0	500	0.00%	0	0.00%
80	Bhaiyyaji Kondbaji Pongade	500	0.01%	0	500	0.00%	0	0.00%
81	Indumati Narednera Sorte	1,200	0.01%	0	1,200	0.00%	0	-0.01%
82	Sunil Vishwanath Sorte	500	0.01%	0	500	0.00%	0	0.00%
83	Punjabrao Lahanuji Ambhore	100	0.00%	0	100	0.00%	0	0.00%
84	Keshav B. Chandurkar	500	0.01%	0	500	0.00%	0	0.00%
85	Keju Ganpatrao Barapatre	1,000	0.01%	0	1,000	0.00%	0	-0.01%
86	Pushpa Amrut Lambat	34,600	0.43%	0	34,600	0.12%	0	-0.30%
87	Amrut Keshav Lambat	175,500	2.17%	0	175,500	0.63%	0	-1.54%
88	Laxmibai Keshav Lambat	10,000	0.12%	0	10,000	0.04%	0	-0.09%
89	Uday Amrut Lambat	500	0.01%	0	500	0.00%	0	0.00%
90	Preetu Amrut Lambat	2,000	0.02%	0	2,000	0.01%	0	-0.02%
91	Ram Dinkar Pathak	200	0.00%	0	1,500	0.01%	0	0.00%
92	Shivani Ravi Joshi	3,500	0.04%	0	2,300	0.01%	0	-0.04%
93	Sangeeta Shankar Kamat	22,000	0.27%	100	0	0.00%	0	-0.27%
94	PallaviAnandKamat	100,000	1.24%	0	0	0.00%	0	-1.24%
95	Bhamini Wamanrao Bakde	2,600	0.03%	0	0	0.00%	0	-0.03%

(ii) SHARE HOLDING OF PROMOTERS

SI No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
96	Deorao Domaji Bakde	2,500	0.03%	0	0	0.00%	0	-0.03%
97	Sheela Arvind Bakde	9,800	0.12%	100	0	0.00%	0	-0.12%
98	Vasant Laxman Pedgaonkar	25,100	0.31%	100	0	0.00%	0	-0.31%
99	Rajaram Bhiwaji Gaidhane	27,000	0.33%	0	0	0.00%	0	-0.33%
100	Aniruddha Rajaram Gaidhane	7,000	0.09%	0	0	0.00%	0	-0.09%
101	Vaishali Rajaram Gaidhane	1,000	0.01%	0	0	0.00%	0	-0.01%
102	Shirish Mahadeo Harode	5,000	0.06%	0	0	0.00%	0	-0.06%
103	Sameer Sanat Deshpande	2,500	0.03%	0	0	0.00%	0	-0.03%
104	Kishore Ramchandra Mantri	1,000	0.01%	0	0	0.00%	0	-0.01%
105	Vishwas Shrikant Deshpande	500	0.01%	0	0	0.00%	0	-0.01%
106	Hemant Omkarrao Thakare	1,500	0.02%	0	0	0.00%	0	-0.02%
107	Asha Sanatkumar Deshpande	2,000	0.02%	0	0	0.00%	0	-0.02%
108	Suneel Shrihari Voditel	400	0.00%	0	0	0.00%	0	0.00%
109	Vrunda Sameer Deshpande	1,500	0.02%	0	0	0.00%	0	-0.02%
110	Megha Prashant Joshi	500	0.01%	0	0	0.00%	0	-0.01%
111	Jyotsna Anup Kekre	500	0.01%	0	0	0.00%	0	-0.01%
112	Anil Jayramji Bamnote	500	0.01%	0	0	0.00%	0	-0.01%
113	Swaroop Sanjay Narke	500	0.01%	0	0	0.00%	0	-0.01%
114	Trupti Nitin Mudholkar	1,000	0.01%	0	0	0.00%	0	-0.01%
115	Niranjan Shripad Kale	3,000	0.04%	0	0	0.00%	0	-0.04%
116	Vasudha Shripad Kale	4,000	0.05%	0	0	0.00%	0	-0.05%
117	Anand Gopal Huprikar	18,000	0.22%	0	0	0.00%	0	-0.22%
118	Bhalchandra Ram Ketkar	4,000	0.05%	0	0	0.00%	0	-0.05%
119	Deepak Kamath	2,300	0.03%	0	0	0.00%	0	-0.03%
120	Dhananjay Vishnuji Bakde	1,500	0.02%	0	0	0.00%	0	-0.02%
121	Sunil Madhukar Rambhal	1,000	0.01%	0	0	0.00%	0	-0.01%
122	Prabhakar Sukhdeo Patil	1,500	0.02%	0	0	0.00%	0	-0.02%
123	Alka Ashok Sapate	500	0.01%	0	0	0.00%	0	-0.01%
124	Varsha Nikhil Mendhekar	1,500	0.02%	0	0	0.00%	0	-0.02%
125	Ahilyabai Shankarrao Deollikar	1,000	0.01%	0	0	0.00%	0	-0.01%
126	Seema C. Deollikar	1,000	0.01%	0	0	0.00%	0	-0.01%
127	Suman Tukaram Kohade	1,000	0.01%	0	0	0.00%	0	-0.01%
128	Saguna Vinayak Pathak	2,500	0.03%	0	0	0.00%	0	-0.03%
129	Vithal Balawant Joshi	500	0.01%	0	0	0.00%	0	-0.01%
130	Vimal Dattatraya Mahajan	1,000	0.01%	0	0	0.00%	0	-0.01%
131	Dattatraya Trimbak Mahajan	1,000	0.01%	0	0	0.00%	0	-0.01%
132	Suman Shriram Joshi	500	0.01%	0	0	0.00%	0	-0.01%
133	Madhav Atulchandra Bapat	1,000	0.01%	0	0	0.00%	0	-0.01%
134	Vithalbai G. Kharbikar	2,500	0.03%	0	0	0.00%	0	-0.03%
135	Vinayak Ramji Barapatre	500	0.01%	0	0	0.00%	0	-0.01%
136	Sadhana Rameshwarji Mohadikar	2,500	0.03%	0	0	0.00%	0	-0.03%
	Total	5,788,800	71.64%				25,706,595	91.86%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Share holding at the beginning of the Year		Date	Reason	Increase / Decrease in Shareholding	Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company				No of shares	% of total shares of the company
1	Bhamini Wamanrao Bakde	2,600	0.03%	30-Jun-16	Sale of Shares	2,600	0	0.00%
2	Vasant Laxman Pedgaonkar	25,100	0.31%	30-Jun-16	Sale of Shares	25,100	0	0.00%
3	Rajaram Bhiwaji Gaidhane	27,000	0.33%	30-Jun-16	Sale of Shares	27,000	0	0.00%
4	Shirish Mahadeo Harode	5,000	0.06%	30-Jun-16	Sale of Shares	5,000	0	0.00%
5	Dhananjay Vishnuji Bakde	1,500	0.02%	30-Jun-16	Sale of Shares	1,500	0	0.00%
6	Ahilyabai Shankarrao Deollikar	1,000	0.01%	30-Jun-16	Sale of Shares	1,000	0	0.00%
7	Suman Tukaram Kohade	1,000	0.01%	30-Jun-16	Sale of Shares	1,000	0	0.00%
8	Saguna Vinayak Pathak	2,500	0.03%	30-Jun-16	Sale of Shares	2,500	0	0.00%
9	Vitthal Balawant Joshi	500	0.01%	30-Jun-16	Sale of Shares	500	0	0.00%
10	Vimal Dattatraya Mahajan	1,000	0.01%	30-Jun-16	Sale of Shares	1,000	0	0.00%
11	Dattatraya Trimbak Mahajan	1,000	0.01%	30-Jun-16	Sale of Shares	1,000	0	0.00%
12	Suman Shriram Joshi	500	0.01%	30-Jun-16	Sale of Shares	500	0	0.00%
13	Sheela Arvind Bakde	9,800	0.12%	30-Jun-16	Purchase of Shares	1,000	0	0.00%
				13-Aug-16	Sale of Shares	10,800		
14	Ram Dinkar Pathak	200	0.00%	30-Jun-16	Purchase of Shares	2,500	1,500	0.01%
				13-Aug-16	Sale of Shares	1,200		
15	Sallia Uday Kamat	86,300	1.07%	13-Aug-16	Purchase of Shares	67,700	154,000	0.55%
16	Anand Shankar Kamat	3,500	0.04%	13-Aug-16	Purchase of Shares	100,000	103,500	0.37%
17	Arvind Wamanrao Bakde	289,200	3.58%	13-Aug-16	Purchase of Shares	13,800	303,000	1.08%
18	Waman Domaji Bakde	12,000	0.15%	13-Aug-16	Purchase of Shares	2,600	14,600	0.05%
19	Asha Deorao Bakde	1,000	0.01%	13-Aug-16	Purchase of Shares	2,500	3,500	0.01%
20	Sunil Vasant Pedgaonkar	303,000	3.75%	13-Aug-16	Purchase of Shares	36,700	339,700	1.21%
21	Pushpa Rajaram Gaidhane	41,000	0.51%	13-Aug-16	Purchase of Shares	27,000	68,000	0.24%
22	Minal Rajaran Gaidhane	7,500	0.09%	13-Aug-16	Purchase of Shares	8,000	15,500	0.06%
23	Nanda Shirish Harode	2,500	0.03%	13-Aug-16	Purchase of Shares	5,000	7,500	0.03%
24	Nitin Krishnakant Mudholkar	7,000	0.09%	13-Aug-16	Purchase of Shares	1,200	8,200	0.03%
25	Prashant Joshi/Megha Joshi	30,000	0.37%	13-Aug-16	Purchase of Shares	1,100	31,100	0.11%
26	Chandrashekhar S. Deollikar	2,500	0.03%	13-Aug-16	Purchase of Shares	2,000	4,500	0.02%
27	Devdatta Dhananjay Bakde	1,000	0.01%	13-Aug-16	Purchase of Shares	1,500	2,500	0.01%
28	Ashok Baburaoji Sapate	1,000	0.01%	13-Aug-16	Purchase of Shares	500	1,500	0.01%
29	Manorama Prabhakar Patil	3,000	0.04%	13-Aug-16	Purchase of Shares	1,500	4,500	0.02%
30	Sushma Sunil Rambhal	1,500	0.02%	13-Aug-16	Purchase of Shares	1,000	2,500	0.01%
31	Nikhil Tukaram Mendhekar	1,000	0.01%	13-Aug-16	Purchase of Shares	1,500	2,500	0.01%
32	Ravi Shriram Joshi	1,300	0.02%	13-Aug-16	Purchase of Shares	500	1,800	0.01%
33	Rajan Dattatraya Mahajan	1,000	0.01%	13-Aug-16	Purchase of Shares	1,000	2,000	0.01%
34	Ravi Dattatraya Mahajan	1,000	0.01%	13-Aug-16	Purchase of Shares	1,000	2,000	0.01%
35	Vijay Vitthal Joshi	1,000	0.01%	13-Aug-16	Purchase of Shares	500	1,500	0.01%
36	Bhaurao G. Kharbikar	2,500	0.03%	13-Aug-16	Purchase of Shares	2,500	5,000	0.02%
37	Sangeeta Shankar Kamat	22,000	0.27%	13-Aug-16	Sale of Shares	22,000	0	0.00%
38	Pallavi Anand Kamat	100,000	1.24%	13-Aug-16	Sale of Shares	100,000	0	0.00%
39	Deorao Domaji Bakde	2,500	0.03%	13-Aug-16	Sale of Shares	2,500	0	0.00%
40	Aniruddha Rajaram Gaidhane	7,000	0.09%	13-Aug-16	Sale of Shares	7,000	0	0.00%
41	Vaishali Rajaram Gaidhane	1,000	0.01%	13-Aug-16	Sale of Shares	1,000	0	0.00%
42	Sameer Sanat Deshpande	2,500	0.03%	13-Aug-16	Sale of Shares	2,500	0	0.00%
43	Kishore Ramchandra Mantri	1,000	0.01%	13-Aug-16	Sale of Shares	1,000	0	0.00%
44	Vishwas Shrikant Deshpande	500	0.01%	13-Aug-16	Sale of Shares	500	0	0.00%
45	Hemant Omkarrao Thakare	1,500	0.02%	13-Aug-16	Sale of Shares	1,500	0	0.00%
46	Asha Sanatkumar Deshpande	2,000	0.02%	13-Aug-16	Sale of Shares	2,000	0	0.00%
47	Suneel Shrihari Voditel	400	0.00%	13-Aug-16	Sale of Shares	400	0	0.00%
48	Vrunda Sameer Deshpande	1,500	0.02%	13-Aug-16	Sale of Shares	1,500	0	0.00%
49	Megha Prashant Joshi	500	0.01%	13-Aug-16	Sale of Shares	500	0	0.00%
50	Jyotsna Anup Kekre	500	0.01%	13-Aug-16	Sale of Shares	500	0	0.00%
51	Anil Jayramji Bamnote	500	0.01%	13-Aug-16	Sale of Shares	500	0	0.00%
52	Swaroop Sanjay Narke	500	0.01%	13-Aug-16	Sale of Shares	500	0	0.00%
53	Trupti Nitin Mudholkar	1,000	0.01%	13-Aug-16	Sale of Shares	1,000	0	0.00%
54	Niranjan Shripad Kale	3,000	0.04%	13-Aug-16	Sale of Shares	3,000	0	0.00%
55	Vasudha Shripad Kale	4,000	0.05%	13-Aug-16	Sale of Shares	4,000	0	0.00%
56	Anand Gopal Huprikar	18,000	0.22%	13-Aug-16	Sale of Shares	18,000	0	0.00%
57	Bhalchandra Ram Ketkar	4,000	0.05%	13-Aug-16	Sale of Shares	4,000	0	0.00%

(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sl. No.		Share holding at the beginning of the Year		Date	Reason	Increase / Decrease in Shareholding	Cumulative Share holding during the year	
		No. of Shares	% of total shares of the company				No of shares	% of total shares of the company
61	Alka Ashok Sapate	500	0.01%	13-Aug-16	Sale of Shares	500	0	0.00%
62	Varsha Nikhil Mendhekar	1,500	0.02%	13-Aug-16	Sale of Shares	1,500	0	0.00%
63	Seema C. Deoliker	1,000	0.01%	13-Aug-16	Sale of Shares	1,000	0	0.00%
64	Madhav Atulchandra Bapat	1,000	0.01%	13-Aug-16	Sale of Shares	1,000	0	0.00%
65	Vithalbai G. Kharbikar	2,500	0.03%	13-Aug-16	Sale of Shares	2,500	0	0.00%
66	Vinayak Ramji Barapatre	500	0.01%	13-Aug-16	Sale of Shares	500	0	0.00%
67	Sadhana Rameshwarji Mohadikar	2,500	0.03%	13-Aug-16	Sale of Shares	2,500	0	0.00%
68	Chaitanya Constructions & Builders Private Limited	1,650,000	20.42%	28-Sep-16	Allotment	500,000	2,150,000	7.68%
69	Purti Marketing Private Limited	1,470,000	18.19%	28-Sep-16	Allotment	3,050,000	4,520,000	16.15%
70	Greenedge Constructions Private Limited	300,000	3.71%	28-Sep-16	Allotment	5,172,005	5,472,005	19.55%
71	Avinash Fuels Private Limited	0	0.00%	28-Sep-16	Allotment	7,313,290	7,313,290	26.13%
72	Purti Contract Farming Private Limited	0	0.00%	28-Sep-16	Allotment	3,870,000	3,870,000	13.83%

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (other than Directors, Promoters & Holders of GDRs & ADRs)

Sl. No.		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	Ajay Kumar Kayan	200,000	2.48%	200000	0.71%
2	Shrawan R. Bhanarkar	43,200	0.53%	43200	0.15%
3	Kishore Ramchandra Kotamkar	34,900	0.43%	34900	0.12%
4	Sheshrao Natthuji Hood	30,000	0.37%	30000	0.11%
5	Prakash N Dewalkar	20,000	0.25%	20000	0.07%
6	Surendra Kumar Gulati	18,000	0.22%	18000	0.06%
7	Manharlal M. Bhavsar	12,700	0.16%	12700	0.05%
8	Sunil Narhar Shirvalkar	10,500	0.13%	10500	0.04%
9	Renu Surendra Gulati	10,000	0.12%	10000	0.04%
10	Nishit C Shah	10,000	0.12%	10000	0.04%
	TOTAL	389,300	4.82%	389300	1.39%

(v) Shareholding of Directors & KMP

Sl. No.		Shareholding at the end of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No of shares	% of total shares of the company
	For Each of the Directors & KMP				
A.	Directors				
1	Nikhil Nitin Gadkari	0	0	0	0
2	Gauri Dilip Chandrayan	0	0	0	0
3	Arvind Waman Bakde	303,000	0.04	303,000	0.04
4	Shravan Govind Parate	139,400	0.02	139,400	0.02
5	Ravindra Vidyadhar Boratkar	500	0	500	0
6	Anandrao Motiramji Raut	0	0	0	0
7	Gauri Dilip Chandrayan	0	0	0	0
B.	KMP				
6	Suneet Vishwas Pande	0	0	0	0
7	Nitin Padmakar Bedekar	0	0	0	0
8	Rohan Shashishekar Deshpande	0	0	0	0

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment : Amount in Lakhs

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	1,990.53	-	1,990.53
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	-	1,990.53	-	1,990.53
Change in Indebtedness during the financial year				
Additions	5,146.02		-	5,146.02
Reduction	(900.00)	(1,990.53)	-	(2,890.53)
Net Change	4,246.02	1,990.53	-	8,036.55
Indebtedness at the end of the financial year				
i) Principal Amount	4,246.02	-	-	4,246.02
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	4,246.02	-	-	4,246.02

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager : Amount in Rs.

SI.No	Particulars of Remuneration	Name of the MD/ WTD / Manager		
1	Gross salary	Mr. Nikhil Gadkari Managing Director (w.e.f.01.01.2017)	Arivnd Bakde Wholetime Director	Total Amount
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	9,11,850.00	1,260,000.00	2,171,850.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	1,509,024.00	6,30,000.00	2,139,024.00
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	
2	Stock option	-	-	
3	Sweat Equity	-	-	
4	Commission as % of profit others (specify)	-	-	
5	Others, please specify	-	-	
	Total (A)	2,024,874.00	1,890,000.00	4,310,874.00
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl. No	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board committee meetings	-	-
	(b) Commission	-	-
	(c) Others, please specify	-	-
	Director Remuneration		
	Director Remuneration		
	Total (1)	-	-
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings	-	-
	(b) Commission	-	-
	(c) Others, please specify.	-	-
	Total (2)	-	-
	Total (B) = (1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act.	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	TOTAL
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	2,77,200.00	2,44,000.00	421,200.00	942,400.00
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	-	-	-	-
5	Others, please specify				
	TOTAL	277,200.00	244,000.00	421,200.00	942,400.00

VII PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made if any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Place: Nagpur

For and on behalf of the Board

Date: August 31, 2017

Nikhil Gadkari
Managing Director
DIN : 00234754

Arvind Bakde
Director
DIN: 00192273

Annexure G : PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name of the Directors	Designation	Ratio to Median Remuneration of the employees of the Company
Mr. Nikhil Gadkari	Managing Director	— (Note 3)
Mr. Arvind Waman Bakde	Whole-time Director	10.58a

Note 1: Median Remuneration of the employees is calculated on the basis of remuneration details of permanent employees on payroll of the Company.

Note 2: Considering the financial position of the Company, the Non-Executive & Independent Directors have agreed to waive sitting fees for attending Board and Board Committee Meetings for the year 2016 - 17. They were not paid any other remuneration.

Note 3: Mr. Nikhil Gadkari was appointed as managing Director during the year hence Ratio to the Median remuneration of Mr. Nikhil Gadkari can not be calculated.

b) The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Sr. No.	Name of Director (Executive)/ KMP	Designation	% of increase in remuneration
1	Mr. Nikhil Gadkari	Managing Director	— (Note 1)
2	Mr. Arvind Bakde	Whole-time Director	Nil
3	Mr. Suneet Pande	Chief Executive Officer	Nil
4	Mr. Nitin Bedekar	Chief Financial Officer	Nil
5	Mr. Rohan Deshpande	Secretary	38%

Note 1: Mr. Nikhil Gadkari was appointed as managing Director w.e.f. 1st January 2017.

c) The percentage increase in the median remuneration of employees in the financial year: -
This being the year of revival of the Company wherein company restarted its commercial operations, majority of the employees were recruited by the Company during this year itself. Therefore there was no increase in remuneration of its employees as this is the first year in employment for most of the Company's employees.

d) The number of permanent employees on the rolls of Company: 50

e) The explanation on the relationship between average increase in remuneration and Company performance:
This being the year of revival of the Company wherein company restarted its commercial operations, majority of the employees were recruited by the Company during this year itself. Therefore although there is considerable increase in the Company's performance it cannot be compared with increase in remuneration of its employees as this is the first year in employment for most of the Company's employees.

f) Comparison of the remuneration of the key managerial personnel against the performance of the Company:

Sr. No	Particulars	Amount in Lacs
01	Aggregate remuneration of key managerial personnel (KMP) in FY 2016- 17	54.24
02	Revenue	11070.40
03	Remuneration of KMPs (as % of revenue)	0.49%
04	Profit before Tax (PBT)	375.12
05	Remuneration of KMP (as % of PBT)	14.45%

g) Variations in the Market Capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year & Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

The trading of Company's shares was suspended during the year under review, hence the Market Capitalisation & PE Ratio cannot be worked out.

- h) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
This being the year of revival of the Company wherein company restarted its commercial operations, majority of the employees were recruited by the Company during this year itself. Therefore comparison of average percentile increase in salaries of employees to that of percentile increase in the managerial remuneration cannot be made this year as this is the first year in employment for most of the Company's employees. There has been no increment in the remuneration of
- i) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

(Rs. In Lacs)

Particulars	Name of Executive Director		
	Mr. Nikhil Gadkari	Mr. Arvind Bakde	
Remuneration in FY 2016 - 17	24.20	18.90	
Revenue	11070.40	11070.40	
Remuneration as % of revenue			
Profit before Tax (PBT)	375.12	375.12	
Remuneration (as % of PBT)	-	-	
Particulars	Name of Key Managerial Persons		
	Mr. Suneet Pande - CEO	Mr. Rohan Deshpande - CS	Mr. Nitin Bedekar - CFO
Remuneration in FY 2016 - 17	2.77	2.44	4.21
Revenue	11070.40	11070.40	11070.40
Remuneration as % of revenue	0.02	0.02	0.03
Profit before Tax (PBT)	375.12	375.12	375.12
Remuneration (as % of PBT)	0.73	0.65	1.12

- j) The key parameters for any variable component of remuneration availed by the directors : NIL
- k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: **None**
- l) Affirmation that the remuneration is as per the remuneration policy of the Company:
The Company affirms that the remuneration is as per the remuneration policy of the Company.
- m) The particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are applicable to Company.
Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.

The information required under Section 197 of the Act read with rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

Employed for the part of the year, was in receipt of remuneration in aggregate not less than Rs. 8,50,000/- per month

Sr. No.	Name and Designation	Remuneration received	Qualifications	Total Experience (No. of Years)	Date of commencement of Employment	Age in Year	Previous Employment
1	Nikhil Nitin Gadkari - Managing Director	24,20,874*	M.B.A.	7	01-01-2017	31	Wainganga Sugar & Power Limited

Note 1: Employed from 01st January 2017, remuneration for period of 01.01.2017 to 31.03.2017.

Annexure H : SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED
CIN: L15142MH1985PLC037493
Reg Add: 07th Floor, Shop No 602, B-Wing
Shriram Shyam Tower, Kingsway
Nagpur-440001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Cian Agro Industries & Infrastructure Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 2017 ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 ("FEMA") and the rules and regulations made thereunder to the extent of Foreign Direct Investment and overseas Direct Investment.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable**.
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; -
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - **Not Applicable**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - **Not Applicable**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - **Not applicable**, and
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. The Management has identified and confirmed the following laws as specifically applicable to the Company:
 - (i) The Hazardous Wastes (Management and Handling) Rules, 1989;
 - (ii) Food Safety and Standards Act, 2006 and Rules 2011 with allied rules and regulations.
 - (iii) The Prevention of Food Adulteration Act, 1954;
 - (iv) The Drugs and Cosmetics Act, 1940;
 - (v) Maharashtra Solvent, raffinate and shop (Licensing) Order, 2007

I have also examined compliance with the applicable clauses of the following

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 During the Audit Period the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

In term of para 2.4 (iv) of the order passed by Hon'ble BIFR, New Delhi on 01st August 2016 and as per "In-principle approval" granted by Bombay Stock Exchange Ltd(BSE), on 26th September 2016, the Board of Directors of the Company at their Meeting held on 28th September 2016 had 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. Further the Company had received listing approval from the BSE on 13th December 2016 in respect of aforesaid Equity shares.

I further report that,

- 1) The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive, Independent Directors and Woman Directors. .
- 2) During the Audit period
 - (i) The Board of Directors of the Company at their meeting held on 01st January 2017 had appointed Shri Nikhil Nitinji Gadkari as the Managing Director of the Company for the Period of five (5) years with effect from 01st January 2017 subject to approval of the Members in ensuing General Meeting.
 - (ii) Smt Gouri Chandrayan was appointed as Chairperson of the Board with the effect from 01st January 2017 in place of Shri Shrawan parate who wish to discontinue his Chairmanship of the Board with said date resigned from the chairmanship of the Board.
- 3) Adequate notice is given to all Directors to schedule the Board /Committee Meetings, agenda and detailed notes on agenda were sent in advance
- 4) A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- 5) All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that, based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s).

I further report that, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As informed, the Company has responded appropriately to notices received from various statutory / regulatory authorities including initiating actions for corrective measures, wherever found necessary.

I further report that, during the audit period the Company had no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, regulations, guidelines, standards etc.

Place: Nagpur

Date: 16th August, 2017

sd/-
Kaustubh Moghe
Practicing Company Secretary
CP: 12486; ACS 31541

This Report is to be read with my letter of even date which is annexed as Annexure - I and forms an integral part of this report

ANNEXURE - I
(to the Secretarial Audit Report)

To,
The Members,
CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED
CIN : L15142MH1985PLC037493
Reg Add : 07th Floor, Shop No 602, B-Wing
Shriram Shyam Tower, Kingsway
Nagpur-440001.

My Secretarial Audit Report for the financial year 31st March, 2017 is to be read along with this letter.

- 1) Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
- 3) I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: Nagpur
Date: 16th August, 2017

sd/-
Kaustubh Moghe
Practicing Company Secretary
CP: 12486; ACS 31541

INDEPENDENT AUDITORS' REPORT

To
The Members Of,
CIAN Agro Industries & Infrastructure Limited,

Report on the Financial Statements

We have audited the accompanying (Standalone) financial statements of **CIAN Agro Industries & Infrastructures Limited** which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements

UNMODIFIED OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its Profit/Loss and its Cash Flow for the year ended on that date.

EMPHASIS OF MATTER

Without qualifying our opinion, attention is drawn to the following matters:

- A) Note No. A.10 to the financial statements: On the basis of legal and professional opinion, during the year company had written off the unconfirmed/ unreconciled old debit balances of Sundry Debtors and Advances amounting to Rs. 1,12,96,017/- and also written back unconfirmed/ unreconciled old credit balances amounting to Rs. 1,78,13,381/-.
- B) Loans and Advances includes VAT Claims Receivable amounting to Rs. 30,87,864/- the details of which are not available. However, according to management, as the previous years' VAT assessments are not completed, these are not provided for.

Our opinion is not qualified in respect of above matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016, as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
 - a. We have sought except for the matters described in the basis for Qualified Opinion paragraph have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. Except for the possible effects of the matters described in the Basis of Qualified Opinion paragraph In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
 - d. Except for the possible effects of the matters as described in the Basis of Qualified opinion paragraph, In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
P. G. Joshi & Co
Chartered Accountants
FRN: 104416W

Atul A. Joshi
Partner
M. No.: 108849
Place: Nagpur
Date: 30/05/2017

“Annexure A” to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

1) IN respect of Fixed Assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of one year, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, the fixed asset have been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed, as confirmed by the management.

(c) The title deeds of immovable properties are held in the name of the company.

2) In respect of Inventory:

(a) The stocks have been physically verified during the year by the management at reasonable intervals. In our opinion, the frequency of verification is reasonable.

(b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.

(c) On the basis of our examination of the inventory records of the company, we are of the opinion that, the company is maintaining proper records of its inventory. As informed to us there were no discrepancies noticed on physical verification between the physical stock and the book records.

3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess Professions and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. Term Loans taken from Banks have been utilised for the purpose they were raised.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any private placement of shares or fully or partly convertible debentures during the year under review.
The Hon'ble BIFR on 20th July, 2016 approved a Scheme of Revival in which the Company has converted its Unsecured Loans of Rs. 19,90,52,950/-into Equity Shares on Preferential Basis. It also granted exemption to the Company from the provisions of Companies Act, 2013 and SEBI (Substantial Acquisition of Shares and Take over) Guidelines regarding preferential allotment of Equity shares to Promoters, Promoter groups and their Associates. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For and on behalf of
P. G. Joshi & Co
Chartered Accountants
Firm's registration number: 104416W

Atul A Joshi
Partner
Membership number: 108849
Place: Nagpur
Date: 30/05/2017

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of CIAN Agro Industries & Infrastructures Limited
Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the Internal financial controls over financial reporting of **CIAN Agro Industries & Infrastructures Limited** as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting. However, properly documented processes/policies for recording of purchase, Sales, Manufacturing activity, inventory, payroll statutory compliances etc., were not available for our verification.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Emphasis of Matter

Attention is drawn to note no A.17 of the Notes to Accounts, where Standard Operating Procedures (SOPs) are being reviewed for strengthening of internal controls. Tracking of inter SOP processes to confirm controls was not possible in absence of such documentation.

Our opinion however, is not qualified in respect of above matter.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
P. G. Joshi & Co
Chartered Accountants
FRN 104416W

Atul A. Joshi
Partner
Membership number: 108849
Place: Nagpur
Date: 30/05/2017



CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD
CONSOLIDATED BALANCE SHEET AS AT 31st March, 2017

Particulars	Standalone		Consolidated	
	31/03/2017	31/03/2016	31/03/2017	31/03/2016
	Amount in Rs.(Lacs)	Amount in Rs.(Lacs)	Amount in Rs.(Lacs)	Amount in Rs.(Lacs)
EQUITY AND LIABILITIES				
Shareholders' Funds				
(a) Share Capital	2,803.59	813.06	2,803.59	813.06
(b) Reserves and Surplus	(1,754.22)	(2,129.34)	(1,754.22)	(2,129.34)
(c) Money received against Share Warrants				
Sub total Shareholders fund	1,049.37	(1,316.28)	1,049.37	(1,316.28)
Share Application money pending Allotment	-	-	-	-
Non-Current Liabilities				
(a) Long-term Borrowings	926.83	-	1,527.20	-
(b) Deferred Tax Liabilities (net)	(9.62)	-	(9.62)	-
(c) Other Long-term Liabilities	-	1,990.53	-	1,990.53
(d) Long-term Provisions	63.98	73.47	63.98	73.47
Sub total Non-Current Liabilities	981.19	2,064.00	1,581.55	2,064.00
Current liabilities				
(a) Short-term Borrowings	3,319.19	-	3,319.19	-
(b) Trade Payables	707.75	408.45	707.75	408.45
(c) Other Current Liabilities	154.00	-	154.00	-
(d) Short-term Provisions	34.06	28.09	34.11	28.09
Sub total Current Liabilities	4,215.00	436.54	4,215.05	436.54
Total Equity and Liabilities	6,245.55	1,184.27	6,845.97	1,184.27
ASSETS				
Non-current assets				
(a) Fixed Assets				
(i) Tangible Assets	594.44	281.48	594.44	281.48
(ii) Intangible Assets	-	-	0.47	-
(iii) Capital Work-in-progress	-	275.86	81.23	275.86
(iv) Intangible Assets under development	-	-	-	-
(b) Non-Current Investments	148.32	1.89	27.82	1.89
(c) Other Non-current Assets	17.27	17.54	17.27	17.54
Sub total Non-current assets	760.02	576.76	721.22	576.76
Current Assets				
(a) Current Investments	-	-	-	-
(b) Inventories	527.98	144.89	527.98	144.89
(c) Trade Receivables	1,670.90	273.55	1,670.90	273.55
(d) Cash and Bank Balances	1,493.58	17.87	1,534.17	17.87
(e) Short-term loans and advances	741.61	25.59	1,299.23	25.59
(f) Other Current Assets	1,011.04	145.61	1,052.06	145.61
Miscellaneous Expenses (Asset)	40.42	-	40.42	-
Sub total Current assets	5,485.53	607.51	6,124.75	607.51
Total Assets	6,245.55	1,184.27	6,845.97	1,184.27
Significant Accounting Policies	30			
Notes to Accounts	1 to 29			

For and on behalf of Board of Directors

As per our report of even date

For P. G. Joshi & Co.

FRN :104416W

Nikhil Gadkari
 Managing Director
 DIN.00234754

Arvind Bakde
 Whole-time Director
 DIN 00192273

Suneet Pande
 Chief Executive Officer
 PAN:AXDPP6425G

Nitin Bedekar
 Chief Financial Officer
 PAN :AELPB9465P

Rohan Deshpande
 Company Secretary
 PAN : BDAPD4505K

Atul Joshi
 (Partner)
 (Mem No: 108849)

Place : Nagpur

Date : May 30, 2017

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD
STATEMENT OF PROFIT AND LOSS
FOR THE YEAR ENDED 31st March, 2017

Particulars	Note No.	For the year ended 31st March, 2017 Amount in Rs.	For the year ended 31st March, 2016 Amount in Rs.
CONTINUING OPERATIONS			
Revenue from operations (gross)	21	1,107,039,980.54	25,442,119.20
Less: Excise Duty		-	-
Revenue from Operations (net)		1,107,039,980.54	25,442,119.20
Other Income	22	20,965,508.37	1,966,494.51
Total Revenue		1,128,005,488.91	27,408,613.71
Expenses			
(a) Cost of materials consumed	24	807,509,029.81	10,333,039.18
(b) Purchase of Stock-in-trade	23	144,891,581.31	-
(c) Changes in inventories of finished goods, work-in-progress and	25	(35,728,565.72)	(749,074.40)
(d) Employee benefits expense	26	6,836,658.00	3,362,727.00
(e) Finance costs	27	12,455,887.50	3,711,502.53
(f) Depreciation and amortisation expenses	11	4,075,429.50	2,313,657.00
(g) Other expenses	28	157,933,514.64	11,767,142.53
		-	-
Total Expenses		1,097,973,535.04	30,738,993.84
Profit / (Loss) before exceptional and extraordinary items and tax (3 4)		30,031,953.87	(3,330,380.13)
Exceptional items		-	-
Profit / (Loss) before extraordinary items and tax		30,031,953.87	(3,330,380.13)
Extraordinary items	29	6,517,363.20	-
Profit / (Loss) before tax		36,549,317.07	(3,330,380.13)
		-	-
Tax expense/(Income)		-	-
(a) Current Tax		-	-
(b) Deferred tax		962,280.00	-
(c) MAT Credit Entitlement		-	-
Profit / (Loss) from continuing operations		37,511,597.07	(3,330,380.13)
DISCONTINUING OPERATIONS			
Profit / (Loss) from discontinuing operations (before tax)		-	-
Gain/(Loss) on disposal of assets / settlement of liabilities attributable to the discontinuing operations		-	-
Add/(Less): Tax expense of discontinuing operations		-	-
(a) on ordinary activities attributable to the discontinuing operations		-	-
(b) on gain/(loss) on disposal of assets/settlement of liabilities		-	-
Profit/(Loss) from discontinuing operations		-	-
		-	-
TOTAL OPERATIONS		-	-
Profit / (Loss) for the period		37,511,597.07	(3,330,380.13)

For and on behalf of Board of Directors

As per our report of even date
For P. G. Joshi & Co.
FRN :104416W

Nikhil Gadkari
Managing Director
DIN.00234754

Arvind Bakde
Whole-time Director
DIN 00192273

Suneet Pande
Chief Executive Officer
PAN:AXDPP6425G

Nitin Bedekar
Chief Financial Officer
PAN :AELPB9465P

Rohan Deshpande
Company Secretary
PAN : BDAPD4505K

Atul Joshi
(Partner)
(Mem No: 108849)

Place : Nagpur

Date : May 30, 2017

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
	Amount in Rs.	Amount in Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before extraordinary items and tax	37,511,597.07	(3,330,380.13)
Adjustments for:		
Deffered tax Asset	(962,280.00)	
Depreciation and Amortisation Of Goodwill	4,075,429.50	2,313,657.00
Financial Expenses	12,455,887.50	3,711,502.53
Operating Profit /(Loss) before working capital changes	53,080,634.07	2,694,779.40
Changes in Working Capital:		
Adjustments for (Increase) / Decrease in Operating Assets:		
Inventories	(38,308,618.33)	(2,153,656.72)
Trade Receivables	(139,735,465.07)	(15,996,258.00)
Short-term Loans and Advances	(127,363,817.32)	(2,211,379.02)
Other Current Assets	(90,644,681.65)	(67,674.19)
Other Non-current Assets	26,162.00	(265,000.00)
Miscellaneous Expenses (Asset)	(4,041,830.40)	-
Adjustments for Increase / (Decrease) in Operating Liabilities:		
Trade Payables	29,929,620.07	(4,477,377.02)
Other Current Liabilities	15,400,025.01	(46,000,000.00)
Other Long-term Liabilities	-	126,280,325.89
Short-term Provisions	602,374.77	(1,610,720.75)
Long-term Provisions	(949,409.50)	(679,128.00)
Short-term Borrowings	331,918,983.85	-
TOTAL	(23,166,656.57)	52,819,132.19
Cash flow from Extraordinary Items	-	-
Cash generated from Operations	-	-
Net Income Tax (paid)/refunds	-	-
Net cash flow from/(used in) Operating Activities (A)	29,913,977.50	55,513,911.59
B. CASH FLOW FROM INVESTING ACTIVITIES		
(a) Addition to Fixed Assets	(15,908,085.41)	(27,410,789.20)
(b) Addition to intangible assets (Goodwill)	(46,930.00)	-
(c) Sale/(Purchase) Non-current Investments	(2,592,759.00)	1,000,000.00
Net cash flow from/(used in) Investing Activities (B)	(18,547,774.41)	(26,410,789.20)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Net increase / (decrease) in borrowings		
(a) Long-term borrowings	152,719,905.00	(24,463,283.10)
(b) Finance Cost	(12,455,887.50)	(3,711,502.53)
Net cash flow from/(used in) financing activities (C)	140,264,017.50	(28,174,785.63)
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	151,630,220.59	928,337.04
Cash and Cash equivalents at the beginning of the year	1,786,852.28	858,515.24
Cash and Cash equivalents at the end of the year	153,417,072.87	1,786,852.28

For and on behalf of Board of Directors

As per our report of even date

For P. G. Joshi & Co.

FRN :104416W

Nikhil Gadkari
Managing Director
DIN.00234754

Arvind Bakde
Whole-time Director
DIN 00192273

Suneet Pande
Chief Executive Officer
PAN:AXDPP6425G

Nitin Bedekar
Chief Financial Officer
PAN :AELPB9465P

Rohan Deshpande
Company Secretary
PAN : BDAPD4505K

Atul Joshi
(Partner)
(Mem No: 108849)

Place : Nagpur
Date : May 30, 2017

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

Note 1 SHARE CAPITAL**i) Details of Authorised, Issued, Subscribed and fully Paid Share Capital**

Particulars	As at 31st March, 2017		As at 31 st March, 2016	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
(a) Authorised Share Capital	29,850,000	298,500,000.00	29,850,000	298,500,000.00
298,50,000 shares of Rs. 10 each (Previous Year 1,98,50,000 shares of Rs. 10 each)				
15,000 Preference Shares of Rs. 100 each (Previous Year 15,000 shares of Rs. 100 each)	15,000	1,500,000.00	15,000	1,500,000.00
		300,000,000.00		300,000,000.00
(b) Issued, Subscribed & fully Paid-Up	27,985,895	279,858,950.00	8,080,600	80,806,000.00
2,79,85,895 Equity Shares of Rs. 10/- each, Fully (Previous Year 80,80,600 Equity Shares of Rs. 10/- each)				
5,000 -14% Preference Shares of Rs. 100/- each (Previous Year 5,000 shares of Rs. 100/- each)	5,000	500,000.00	5,000	500,000.00
During the year the Company has issued 1,99,05,295 equity shares against conversion of unsecured loan				
Total		280,358,950.00		81,306,000.00

Presently, under the Companies Act, 2013, there are two classes of capital - equity and preference. There could be further sub-classes within equity. Issued shares are those which are offered for subscription within the authorised capital. It is possible that all issued shares are not subscribed / allotted.

Refer Notes (i) to (viii) below

ii) Reconciliation of Shares outstanding at the Beginning and at the end of Financial Year 2016-17

Equity Shares with Voting Rights	As at 31st March, 2017		As at 31 st March, 2016	
	No. of Shares	Amt. (Rs.)	No. of Shares	Amt. (Rs.)
Shares outstanding at the beginning of the Year	8,080,600	80,806,000.00	8,080,600	80,806,000
Shares issued during the year	19,905,295	199,052,950.00	-	-
Shares outstanding at the end of the Year	27,985,895	279,858,950.00	8,080,600	80,806,000
Preference Shares with Voting Rights	No. of Shares	Amt. (Rs.)	No. of Shares	Amt. (Rs.)
Shares outstanding at the beginning of the Year	5,000	500,000.00	5,000	500,000.00
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the Year	5,000	500,000.00	5,000	500,000.00

iii) Details of Shareholders holding more than 5% Shares

Name of Shareholders	As at 31st March, 2017		As at 31 st March, 2016	
	No. of shares	% Holding	No. of shares	% Holding
Chaitanya Constructions and Builders Pvt Ltd	2,150,000	7.68%	1,650,000.00	20.42
Purti Marketing Pvt Ltd	4,520,000	16.15%	1,470,000.00	18.19
Avinash Fuels Pvt. Ltd.	7,313,290	26.13%	-	-
Purti Contract Farming Pvt. Ltd.	3,870,000	13.83%	-	-
Greenedge Construction Pvt. Ltd.	5,172,005	18.48%	-	-

(iv) Terms/Rights/Restrictions attached to Equity Shares

The Company has only one class of Equity Shares of 10/- each. Each holder of equity share is entitled to one vote per share. Each Shareholder is eligible for one vote per share held. In the event of liquidation of the Company, the equity shareholders will be entitled to receive any of remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD.

Note 2 RESERVES & SURPLUS

Particulars	As at 31st March, 2017	As at 31 st March, 2016
(a) Capital reserve		
Opening balance	27,745,786.00	27,745,786.00
Add: Additions during the year	-	-
Less: Utilised/transferred during the year	-	-
Closing balance	27,745,786.00	27,745,786.00
(b) Securities Premium Account		
Opening balance	32,192,886.00	32,192,886.00
Add: Premium on shares issued during year	-	-
Less : Utilised during the year	-	-
Closing balance	32,192,886.00	32,192,886.00
(c) Central Investment Subsidy	1,275,000.00	1,275,000.00
(c) Surplus/(Deficit) in Statement of Profit and Loss		
Opening balance	(274,147,425.95)	(270,817,045.82)
Add: Profit / (Loss) for the year	37,511,597.07	(3,330,380.13)
Add : Profit /(loss) due to change in life of Asset		
Closing balance	(236,635,828.88)	(274,147,425.95)
Total	(175,422,156.88)	(212,933,753.95)

Note 3 LONG TERM BORROWINGS

Particulars	As at 31st March, 2017		As at 31 st March, 2016	
	Secured	Unsecured	Secured	Unsecured
Term loans :				
Of CIAN Agro Industries & Infrastructure Limited				
From Banks				
Term Loan from Nagpur Nagrik Sahakari Bank Ltd.	90,012,699	-	-	-
Samruddhi Co-op. Bank Ltd.	758,355	-	-	-
Vehicle Loan from YES Bank	1,911,864	-	-	-
Term loans :				
Of JAIRAM Infraventure Private Limited				
Term Loan from Nagpur Nagrik Sahakari Bank Ltd.	40,014,795	-	-	-
Term Loan from Wardha Nagrik Sahakari Bank Ltd.	20,022,192	-	-	-
Total	152,719,905	-	-	-

Name of the Lender	Rate Of interest	Nature of security	Terms of Repayment
Term Loan from Nagpur Nagrik Sahakari Bank Limited amounting to Rs Vehicle Loan from Samruddhi Co-op. Bank Ltd. Amounting to Rs. 8,00,000 (March 31, 2016 Nil)	13%	Hypothecation charge on Vehicle	Repayable in 60 monthly Installments
Vehicle Loan from YES Bank Ltd. Amounting to Rs. 19,55,000 (March 31, 2016 Nil)	9.5%	Hypothecation charge on Vehicle	Repayable in 60 monthly Installments
Term Loans In Subsidiary Company (JAIRAM Infraventure Private Limited)			
Term Loan from Nagpur Nagrik Sahakari Bank Limited amounting to Rs 4,00,00,000	13.50%	1. Equitable Mortgage of land & Building, Khasra 71/1, City Survey no 126, Corporationward no 1,2,3,4 & 5 at Chinchbhawan, Nagpur in the name of GreenedgeConstruction Pvt Limited	Repayable in 84 monthly Installments
		2. Mortgagecharge by way of paripasu charge on land & Building at Plot No. A1/1, MIDC Kalmeshwar, Tehl Kalmeshwar Nagpur.	
Term Loan from Wardha Nagrik Sahakari Bank Limited amounting to Rs 2,00,00,000	13.50%	1. Equitable Mortgage of land & Building, Khasra 71/1, City Survey no 126, Corporationward no 1,2,3,4 & 5 at Chinchbhawan, Nagpur in the name of GreenedgeConstruction Pvt Limited	Repayable in 84 monthly Installments
		2. Mortgagecharge by way of paripasu charge on land & Building at Plot No. A1/1, MIDC Kalmeshwar, Tehl Kalmeshwar Nagpur.	

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD.

Note 4 DEFERRED TAX LIABILITIES (Net) :

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Deferred Tax Liability (a)		
Opening Balance		
Add : For the year		
Closing balance		
Deferred Tax Assets (b)		
Opening Balance		
Add : For the year	962,280.00	
Closing balance	962,280.00	
Deferred Tax Liability net (a-b)	(962,280.00)	

Deferred Tax Liabilities (Net)

Particulars of Expenses	As per Companies Act, 2013	As per Income Tax Act, 1961
Losses Setoff	212,933,000.00	203,541,000.00
Depreciation	4,075,000.00	6,842,000.00
Amortisation of Deferred Expense	1,010,000.00	5,052,000.00
Gratuity	333,000.00	-
Total	218,351,000.00	215,435,000.00

Excess as per Co.'s Act than Income Tax Act
Deferred Tax Asset

2,916,000.00
962,280.00

Note 5 OTHER LONG TERM LIABILITIES

Particulars	As at 31st March, 2017	As at 31 st March, 2016
(Unsecured Advance) Unsecured loan (From Promoters, Promoter Group & Associates))	-	199,052,956.00
Total	-	199,052,956.00

Note 6 LONG-TERM PROVISIONS

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Provision for Employee Benefits	5 621 361.58	6,191,594.08
Provision for Leave Encashment	95,418.00	807,985.00
Provision for Retirement gratuity	680,813.00	347,423.00
Total	6,397,592.58	7,347,002.08

Note 7 SHORT TERM BORROWINGS

Particulars	As at 31st March, 2017		As at 31 st March, 2016	
	Secured	Unsecured	Secured	Unsecured
Working Capital loans	-	-	-	-
Over Draft facility form YES Bank Ltd.		331,918,983.85		-
Total	-	331,918,983.85	-	-

Note 8 TRADE PAYABLES:

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Trade Payables		
Due To Micro Small & Medium Enterprises	Nil	Nil
Due to Others		
Creditors for Finished Goods	70,775,105.02	21,164,292.26
Creditors for Raw Materials and others		19,681,191.69
		-
Total	70,775,105.02	40,845,483.95

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD.

Note 9 OTHER CURRENT LIABILITIES:

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Current Maturities of Long term debt	-	-
Interest accrued on borrowings		
Other Payables		
(a) Duties & Taxes	(3,332,976.70)	-
(b) Preference Dividened Payable	490,000.00	-
(c) Outstanding Expenses & Other Payables	8,720,944.40	-
(d) Advances From Customers	-	-
(e) Staff & Associates	949,821.00	-
Advances received for Oil & DOC	8572237.31	-
Inter-Department Adjustments	-	-
Total	15,400,026.01	-

Note 10 SHORT-TERM PROVISIONS

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Of CIAN Agro Industries & Infrastructure Limited		
Provision for Statutory Dues	3,248,835.34	2,808,960.57
Provision For Income Tax	-	-
Provision For Audit Fees	157,500.00	-
Provision For Consultancy Charges	-	-
ADD: Of		
Of JAIRAM Infraventure Private Limited		
Provision For Audit Fees	5,000.00	-
Total	3,411,335.34	2,808,960.57

602,374.77

Note 12 NON-CURRENT INVESTMENTS

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Of CIAN Agro Industries & Infrastructure Limited		
Other Investments		
Fixed Deposit	-	188,800.00
Other non current investments Unquoted Valued at cost	135,559.00	
Shares of Banks and Co-operative Societies		
Shares of Yavatmal Urban Co. Op. Bank	1,250,000.00	-
Shares of Samruddhi Co. Op. Bank	146,000.00	-
Shares of Wardha Nagari Sahakari Bank	500,000.00	-
Investment in unquoted shares of Indian Subsidiary Company		
Shares of Jairam Infraventure Ltd.	12,800,000.00	-
Add: Investments of Jairam Infraventure Private Limited		
Shares Of Nagpur Nagrik Sahakari Bank Ltd	250,000.00	-
Shares Of Wardha Nagrik Sahakari Bank Ltd	500,000.00	-
Less:		
Investment in unquoted shares of Indian Subsidiary Company	(12,800,000.00)	-
Shares of Jairam Infraventure Ltd.	-	-
Total	2,781,559.00	188,800.00

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD.

Note 13 OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Security Deposits , Bank Guarantees	1,727,396.00	1,753,558.00
Total	1,727,396.00	1,753,558.00

Note 14 INVENTORIES

(As valued & certified by management)

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Stores and Spares	745,203.66	3,115,111.74
Material (incl Packing Material)	7,278,256.12	2,072,376.00
Chemicals /Hexane/ Coal/Rice Husk	3,559,561.04	6,413,866.12
Finished Goods (incl. Bye Products)	37,989,411.82	2,887,676.93
Work-in-Progress	580,430.83	
Closing Stock of HC & Snowy	2,644,784.65	
Total	52,797,648.12	14,489,030.79

Note 15 TRADE RECEIVABLES

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Of CIAN Agro Industries & Infrastructure Limited		
(Unsecured and Considered Good)		
Over Six Months	-	8,222,386.93
Others	167,090,146.39	19,132,295.39
Total	167,090,146.39	27,354,682.32

Note 16 CASH AND BANK BALANCES

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Balances with Banks Of CIAN Agro Industries & Infrastructure Limited		
In Current accounts	149,245,297.28	1,773,645.89
Cash In Hand	112,524.59	13,206.39
Bank Deposits	-	-
Balances with Banks Of Jairam Infraventure Private Limited		
In Current accounts	4,021,181.00	
Cash In Hand	38,070.00	
Bank Deposits		
Total	153,417,072.87	1,786,852.28

Note 17 SHORT TERM LOANS AND ADVANCES

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Short Term Loans & Advances Of CIAN Agro Industries & Infrastructure Limited		
(Unsecured and considered good)		-
Other loans and advances	13,248,260.14	59,261.82
Advance to Suppliers	60,912,818.00	2,500,000.00
Advances receivable in cash		-
Imprest and salary advances	-	-
Short Term Loans & Advances Of Jairam Infraventure Private Limited		
New Era Aluminiums Private Limited		56,300,000.00
Less : Loan & Advances from CIAN Agro Industries & Infrastructure Limited	(538,000.00)	
Total	129,923,078.14	2,559,261.82

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LTD.

Note 18 OTHER CURRENT ASSETS

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Other Current Assets Of CIAN Agro Industries & Infrastructure Limited		
Interest On FD Receivable	-	-
Duties and Taxes	3,748.00	-
	-	-
Prepaid expenses & Misc Expenses not written off	-	69,594.00
Other Debit Balances (Unused credit of Excise Duty, Service Tax and Education & Krishi Kalyan Cess)	864,621.00	3,805,074.82
Branch and Division	-	-
Other Claims Charges Receivable	236,091.00	10,686,262.53
Fixed Deposit with NNSB	100,000,000.00	-
Other Current Assets Of Jairam Infracventure Private Limited		
Duties and Taxes	405,258.50	-
Gautam Iron & Steel Trading Co	3,328,671.00	-
Sales Tax Deposit	25,000.00	-
Other Operating expenses		
Loading Charges	6,650.00	-
Consultancy charges	7,975.00	-
Audit Fees	5,000.00	-
Bank Charges	1,764.00	-
Registration Fess	5,025.00	-
Swatch Bharat Cess	108.50	-
Legal Expenses	315,700.00	-
Total	105,205,612.00	14,560,931.35

Note 19 Capital WIP

Particulars	As at 31st March, 2017	As at 31 st March, 2016
Of Jairam Infracventure Private Limited		
Sheet/Plate (Factory Plate)	8,122,654.00	-
	8,122,654.00	

(Material purchased from Gautam Iron & Steel Trading Co. of Rs. 77,35,567 for building factory Shade , Interest expense on Loan Rs 36987/- &

Note 20: Intangible Asset - Goodwill

Calculation of Goodwill For Consolidation Of Financial Statement of CIAN Agro Industries & Infrastructure Limited on aquisition of 100% Equity Shares of Jiarum Infracventure Private Limited	Pre -Aquisition	Post -Aquisition
Paid Up Share Capital	100000	-
Profit & Loss Account / Reserve & Surplus Account/Capital Reserve	-46930	-
	53070	-
No. of Shares held	10000	-
% Of Holding as on the Date of Aquisition (18/02/2017)	100%	-
Therefore, Cost Of Capital	53070	-
Cost Of Investment	100000	-
Less : Cost Of Capital	53070	-
Goodwill	46930	-

Note 11 Depreciation

Sr. No.	Particulars	GROSS BLOCK				DEPRECIATION		NET BLOCK		
		Value at 01.04.2016	Addition During the Year	Deletion/Write-off	Value at 31.03.2017	Value at the Beginning of the year	Addition During the Year	Value at 31.03.2017	WDV as on 31.03.2016	WDV as on 31.03.2017
1	Tangible Assets									
1	Land	445,574.00	-	-	445,574.00	-	-	-	445,574.00	445,574.00
2	Site Development	1,257,025.28	-	-	1,257,025.28	788,636.71	20,276.87	808,913.58	468,388.57	448,111.70
3	Building	26,336,264.03	-	-	26,336,264.03	12,225,628.94	710,767.88	12,936,396.82	14,110,635.09	13,399,867.21
4	Plant and Machinery	135,853,864.37	-	-	135,853,864.37	122,730,722.14	1,582,612.25	124,313,334.39	13,123,142.23	11,540,529.98
4a	Plant and Machinery	-	30,694,872.61	-	30,694,872.61	-	1,166,405.16	1,166,405.16	-	29,528,467.45
4b	Plant and Machinery (Oil Filling Machine)	-	456,600.00	-	456,600.00	-	54,221.25	54,221.25	-	402,378.75
5	Vehicle	-	3,654,313.00	-	3,654,313.00	-	433,949.67	433,949.67	-	3,220,363.33
6	Electrical Installations	2,734,470.00	97,000.00	-	2,831,470.00	2,734,467.00	9,215.00	2,743,682.00	3.00	87,788.00
7	Furniture & Fixtures	2,294,291.56	-	-	2,294,291.56	2,294,291.56	-	2,294,291.56	-	-
8	Office Equipment	265,751.00	125,075.00	-	390,826.00	265,751.00	23,764.25	289,515.25	-	101,310.75
9	Computer	684,798.01	187,660.00	-	872,458.01	684,798.01	59,425.67	744,223.68	-	128,234.33
10	Lab Equipemnt	80,491.78	155,700.00	-	236,191.78	80,491.78	14,791.50	95,283.28	-	140,908.50
11	Capital Work In Progress	27,585,789.20	-	27,585,789.20	-	-	-	-	27,585,789.20	-
	Total	197,538,319.23	35,371,220.61	-	205,323,750.64	141,804,787.14	4,075,429.50	145,880,216.64	55,733,532.09	59,443,534.00

NOTES FORMING PART OF FINANCIAL STATEMENTS

Note 21 Revenue from Operations

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Revenue from De- Oiled Cake	-	4,371,300.00
Revenue from Rice	-	1,382,919.20
Revenue from Oil Sale	757,268,910.22	-
Revenue from Bye-Products/Scrap Sale/Other item	12,548,708.00	187,900.00
Revenue from sale of Spices	454,434.54	-
Revenue from Sugar & Organic Manure Sales	18,081,200.00	-
Revenue From sale of Healthcare Division	313,466,627.78	-
Revenue from Supply of Goods of Infra Division	-	5,900,000.00
Revenue from Supply of Services of Infra Division	5,220,100.00	13,600,000.00
Total	1,107,039,980.54	25,442,119.20

Note 22 Other Income

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Freight charges Inward	6,262.00	-
Installation charges charged	23,300.00	-
Delivery charges charged	10,580.00	-
Interest on FD	3,748.00	-
Interest on Income Tax refund	31,996.00	-
Contract Settlement oil	88,536.00	-
Dividened Received	-	165,390.00
Prior Period Income	76,232.00	-
Discount On Purchase	19,551,411.35	-
Other Non-Operating Income	1,500.00	909,008.40
Other Miscellaneous Income	1,171,943.02	-
Total	20,965,508.37	1,966,494.51

Note 23 Purchase of Stock in Trade

PARTICULARS	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Purchase of Stock-in-trade	144,891,581.31	-
Total	144,891,581.31	-

Note 24 Raw Material Consumed

PARTICULARS	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Opening Stock		
Of Consumables	6,413,866.12	3,938,710.14
Of Packing Material	2,118,776.00	2,072,376.00
Of Raw Material	-	2,744,722.43
Of Stores & Spares	3,115,111.74	2,656,689.90
Add : Purchases		
Purchases of Chemical	7,007,315.63	-
Purchases of Steam	8,487,611.00	-
Purchases of Sugar	16,985,122.96	-
Purchases of Doc	-	3,262,200.00
Purchases of Rice	-	1,001,000.00
Purchase of Coal	164,942.98	2,771,070.12
Purchase of Packing material	16,666,032.92	3,500,000.00
Purchase of Oil	754,731,657.44	-
Purchase of Stores & Spares	2,527,161.73	-
Rice Bran Purchase	17,405.55	-
Purchase of Spices	566,637.83	-
Freight & Hamali related To Purchase	592,771.88	-
Purchase Of Infra Division	2,342,421.50	-
Other Material Purchase	-	1,172,756.88
Transportation Expenses (Raw Material)	-	30,594.50
Total	821,736,835.28	23,150,119.97
Less: Closing Stock		
Of Consumables	3,559,561.04	6,413,866.12
Of Packing Material	2,738,735.39	2,072,376.00
Of Raw Material	4,539,520.73	1,215,726.93
Of Stores & Spares	745,203.66	3,115,111.74
Stock Of HC Division	2,644,784.65	-
Total	807,509,029.81	10,333,039.18

Note 25 Changes in Inventories of Finished Goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Inventories at the end of the year		
Finished goods	37,989,411.82	1,671,950.00
Work-in-Progress	580,430.83	-
Stock-in-trade	-	-
	38,569,842.65	1,671,950.00
Inventories at the beginning of the year:		
Finished goods	2,841,276.93	922,875.60
Work-in-Progress	-	-
Stock-in-trade	-	-
	2,841,276.93	922,875.60
Net (increase) / decrease	(35,728,565.72)	(749,074.40)

Note 26 Employee benefits expense

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Salary to Staff	2,374,386.00	376,560.00
Employer's contribution to Provident Fund, L.W.F & E.S.I.C	308,369.00	73,487.00
Gratuity	694,219.00	2,434,159.00
Staff Welfare Expenses and other Benefits	3,356,209.00	478,521.00
Insurance for Employees Compensation	103,475.00	-
Total	6,836,658.00	3,362,727.00

Note 27 Finance costs

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Interest on CC/OD	7,183,863.78	1,162,800.00
Interest on Term Loan	-	2,210,188.00
Processing Fees	3,034,480.00	311,125.00
Bank Charges & commision	2,237,543.72	27,389.53
Total	12,455,887.50	3,711,502.53

Note 28 Other Expenses

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2016
Manufacturing Expenses		
Power & Fuel	4,910,184.63	380,797.29
Casual Labour	2,803,102.20	-
Other Manufacturing Expenses	9,050.00	830,371.00
Repairs and maintenance to Building	-	69,662.00
Labour Payment to Contractor	1,940,068.00	-
Other Exp(Rice)	-	223,567.00
	9,662,404.83	1,504,397.29
Administrative Expenses		
Insurance	-	137,192.00
Rents, Rates & Taxes	543,205.00	1,719,065.00
Travelling & Conveyance	912,013.42	281,162.50
Printing & Stationary	425,567.83	42,644.58
Legal & Professional fees	1,669,857.00	569,216.00
Director/ General Meeting expenses	111,667.00	26,930.00
Managerial Remuneration including HRA	4,545,044.00	1,620,000.00
Rent	5,052,036.00	-
Office Expenses including Miscellaneous Exp	1,681,651.43	1,509,395.16
Expenses of Infra Division	-	4,224,240.00
Advertisement expenses	306,297.00	-
Computer & Software expenses	115,407.86	-
Consultancy charges & fees	3,895,433.00	-
Donation	39,856.00	-
Electricity expenses	529,155.00	-
Telephone & Telex	107,956.82	-
Annual Maintenance Charges	175,000.00	-
Direct Expenses		
Factory Expenses	37300.00	-
Freight	153043.76	-
Loding/unloding,Charges	15512.50	-
Other Expenses of Coal	5900.00	-
Purchase CST 2%	129131.66	-
Purchase Cst 5%	4135.50	-
Transport	7881313.46	-
Discount	95513701.76	-
Labour	128,775.00	-

Selling & Distribution Expenses		
Brokerage & Commission (Oil)	298,304.00	-
Discount on sale	57,045.46	-
Incentive on sale	24,000.00	-
Testing charges	4,000.00	-
Transportation (S & D)	39,757.00	-
Other S & D expenses	2,607,395.14	-
Indirect Expenses		
CSR Expenditure	1,000,000.00	-
Designing Charges	80,000.00	-
Statutory Old DUES Written off	357,762.90	-
Stock Insurance	537,213.00	-
Other Interest	556,931.41	-
Jobwork charges	21,760.90	-
Old Statutory dues related to TDS provided	1,250,541.00	-
License fees	144,240.00	-
Membership fees	14,100.00	-
Penalty on taxes	46,346.00	-
Preference dividend	490,000.00	-
Provident fund expenses	1,098,070.00	-
Repairs & Maintenance	1,721,063.75	-
Laboratories Expenses	33,800.00	-
R & T charges	58,000.00	-
Security Charges	852,970.00	-
Short Deduction short payment Arrears Tds	198,071.00	-
Swachha Bharat Cess	87,289.37	-
Transit Insurance Oil	102,000.00	-
Vat Assessment Liability 2012-13	1,010,738.88	-
Vat Pay/ Rec 15-16 w/o	193,986.81	-
Vat Refund 2012-13 (Reversed)	3,064,195.29	-
W/O Deferred Revenue Expenditure	1,010,457.60	-
Interest on TDS	153,424.00	-
Legal Expenses	1,254,192.00	-
Prior Period Expenses	4,458,017.30	-
Retainership Expenses	1,123,337.00	-
Books & Periodicals	1,000.00	-
Sample & Gift	92,139.00	-
Others		
Statutory Audit fees	225,000.00	35,000.00
Auditors Expenses	-	22,900.00
Internal Audit Fee	25,000.00	60,000.00
Tax Audit Fess/VAT Audit	-	15,000.00
Total	157,933,514.64	11,767,142.53

Note 29 Extraordinary Items

Particulars	For the year ended 31st March, 2017	For the year ended 31st March, 2015
Extraordinary Items		
Sundry balances written back	17,813,380.60	892,096.11
Sundry balances written off	11,296,017.40	-
Total	6,517,363.20	892,096.11

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED

CIN: L15142MH1985PLC037493

REGD OFF : 7TH FLOOR, SHOP NO. 602, B-WING, SHRIRAM SHYAM TOWER, KINGSWAY, NAGPUR - 440 001

AUDITED STANALONE & CONSOLIDATED SEGMENTAL INFORMATION FOR THE YEAR ENDED 31st March, 2017 (Rupees in Lacs)

Sr. No.	Particulars	Year Ended	
		31/03/2017	31/03/2016
1	Segment Revenue (Net sale/Income from operation)		
	Agro Division	7883.53	59.42
	Healthcare Division	3134.87	0
	Infrastructure Division	52.00	195
	Total	11070.40	254.42
	Less: Inter segment Revenue	0.00	0
	Add: Other Income	194.96	19.66
	Net sale/Income from operation	11265.36	274.08
2	Segment Results		
	profit/ Loss before tax and interest from all segments	1165.72	
	Agro Division	186.16	-188.18
	Healthcare Division	952.28	0
	Infrastructure Division	27.28	117.76
	Total		
	Less		
	(i) Interest	71.84	37.12
	(ii) other un-allocable expenditure net off*	718.77	0
	(iii) un-allocable income	0	0
	Total profit after interest before tax	375.11	-33.30
3	Segment Assets		
	Agro Division	4662.36	1023.22
	Healthcare Division	1550.82	0
	Infrastructure Division	32.37	161.05
4	Segments Liabilities		
	Agro Division	4662.36	1159.24
	Healthcare Division	1550.82	0
	Infrastructure Division	32.37	25.03

Notes to Financial Statement for the year ended March 31, 2017

A. GENERAL INFORMATION

CIAN Agro Industries and Infrastructure Limited ('the Company') is a Public Limited Company engaged primarily in the business of refining of crude oil for edible use, distribution of FMCG Products, trading of Healthcare products and Infrastructure development. The Company has manufacturing plant at village Kolari and is listed on the Bombay Stock Exchange Limited (BSE).

A.1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A.2 BASIS OF PREPARATION:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention accrual basis.

These financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Rule 7 of the Companies (Accounts) Rules, 2014 in respect of section 133 of the Companies Act, 2013 and other recognized accounting practices and policies.

A.3 TANGIBLE AND INTANGIBLE ASSETS

Tangible and intangible assets are stated at cost of acquisition, less accumulated depreciation. Cost of fixed assets includes taxes, duties, freight and other incidental expenses related to the acquisition and installation after reducing Cenvat credit received/receivable, if any.

Pre-operative expenses incurred during construction period are capitalized, wherever appropriate.

A.4 DEPRECIATION AND AMORTISATION:

Depreciation being the difference between original cost and estimated residual value is provided over the estimated useful life of the asset. The useful life of assets & the estimated residual value are taken from those prescribed under Schedule II to the Companies Act, 2013.

The useful life and estimated realizable values, adopted are as follows:

Type of Asset	Useful Life Adopted	Residual Value Adopted
Building	30 Years	5 Percent
Plant and Machinery	25 Years	5 Percent
(Continuous Process Plant)	8 Years	5 Percent
Vehicle	8 Years	5 Percent
Electrical Installations	10 Years	5 Percent
Office Equipments	5 Years	5 Percent
Computer	33 Years	5 Percent
Lab Equipment	10 Years	5 Percent

Depreciation on additions during the year is provided on pro rata basis with reference to month of addition/ installation.

A.5 INVENTORIES :

Inventories, other than realisable by-products, are valued at lower of cost and net realisable value. The cost of inventories is arrived at on moving average price method. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale. The cost of manufactured products comprises direct costs and production overheads including depreciation. Cost of trading items includes cost of purchase and other costs of acquisition attributable thereto.

A.6 RETIREMENT BENEFITS :

(i) Short term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which service is rendered.

(ii) Contribution to defined contribution schemes such as Provident Fund, ESIC are charged to the Statement of Profit and Loss.

(iii) The Company makes annual contribution to Employees Group Gratuity Scheme in respect of qualifying employees and the same is recognized as an expense in the Statement of Profit and Loss. The liability in respect of gratuity is recognized on the basis of valuation done by an independent actuary applying Project Unit Credit Method.

A.7 WRITE OFF/ WRITE BACK OF OLD UNRECOVERABLE / TRACEABLE ACCOUNTS

The Company shall review old outstanding balances for their recovery and payment. Advances , Deposits, Debtors etc. that are not recoverable inspite of the best efforts or are not traceable and are outstanding for more than 3 years shall be written off after confirmation and approval by the Board. Similarly in case of Creditors, Advances received that are not payable inspite of the best efforts to settle these or are not traceable and are outstanding for more than 3 years shall be written back after confirmation and approval by the Board.

A.8 INVESTMENTS:

All investments are classified as non- current investments. Such Non-current investments are carried at cost.

Investments include investments in shares of companies registered in India. Such investments are stated at cost prevailing on the date of acquisition.

REVENUE RECOGNITION :

A.9 Sale of goods :

Sales are recognized at the point of dispatch of goods when the substantial risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are net of returns. Sales are stated net of trade discounts and taxes on sale.

Miscellaneous Income : Interest and other income are recognized on accrual basis on time proportion basis.

A.10 ACCOUNTING OF TAXES ON INCOME :

Tax expense comprises current and deferred tax. Current tax is measured at amount expected to be paid to tax authorities using the applicable tax rates. Deferred tax assets and liabilities are recognized for future tax consequences attributable to timing difference between taxable income and accounting income that are capable of reversal in one or more subsequent years and are measured using relevant enacted tax rates

Minimum Alternative Tax (MAT) credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

A.11 In line with the GUIDANCE NOTE on Accounting Treatment for CENVAT/ MODVAT (GN (A) 25 (Revised 2000) that requires Balances in MODVAT / CENVAT Credit Receivables Accounts, pertaining to both inputs & Capital Goods, be reviewed at the end of the year & if it is established that the balances of the MODVAT / CENVAT credit are not likely to be used in the normal course of business within a reasonable time, then, notwithstanding the right to carry forward such excess credit should be adjusted in the Books of Accounts.

Accordingly the Excise Duty of Previous years amounting to Rs 16,72,292.40 & Service Tax amounting to Rs 9,75,652.80 has been written off during the current year.

A.12 Segment Reporting

Segment information required to be disclosed in accordance with Accounting Standard 17 (AS-17) relating to 'Segment Reporting' is given below:

Business segments for the company are primarily enterprises in Agro, enterprises in Healthcare & enterprises in Infrastructure division. Revenue & Identifiable operating expenses in relation to segments are categorized based on items that are individually identifiable to that segment. Allocated expenses of segments include expenses incurred for rendering services from the companies head office which are categorized in relation to associated turnover of the segment .Certain expenses such as managerial remuneration which form a significant component of total expenses are not specifically allocable to specific segments. Management believes that it is not practical to provide segment disclosure relating to those cost & expenses, & accordingly these expenses are separately disclosed as "unallocated" & adjusted against the total income of the company.

Rs. In lacs

Segmental Information	For the Year ended 31 st March 2017			
	Agro	Health Care	Infrastructure	Total
Revenue from operations (Net)	7883.53	3329.83	52.00	11265.36
Identifiable operating expenses	7899.72	2377.64	4.72	10302.08
Allocated expenses	-	-	-	
Segmental Operating Income	(16.19)	952.19	27.28	963.28
Unallocable expenses	-	-	-	718.77
Other income, (net)	-	-	-	192.83
Profit before Interest,	-	-	-	502.51
extraordinary item & tax Interest	-	-	-	71.84
Extraordinary item	-	-	-	65.17
Profit Before Tax	-	-	-	365.50
Tax expenses	-	-	-	-
Profit after tax & exceptional item	-	-	-	365.50
Deferred Tax	-	-	-	9.62
Net Profit/ Loss for the year	-	-	-	375.12

A.13 Disclosure of transactions with related parties as required by Accounting Standard 18 (AS-18), relating to Related Party Disclosure has been given below. Related Parties where control exists and/ or with whom transactions have been taken place during the year and description of their relationships are:

(i) Key Management Personnel (KMP)

Mr. Nikhil Gadkari	- Managing Director (w.e.f. 01.01.2017)
Mr. Arvind W. Bakde	- Whole Time Director
Mr. Suneet Pande	- Chief Executive Officer
Mr. Nitin Bedekar	- Chief Financial Officer
Mr. Rohan Deshpande	- Company Secretary

ii) Other Related Parties

A. Group Companies (Subsidiaries)

1. Jairam Infraventure Private Limited – Wholly owned Subsidiary (w.e.f. 21.02.2017)

B. Associate Companies – Nil

C. Joint Ventures – Nil

D. Entities where KMP and/or their relatives are able to exercise significant influence

1. Avenzer Electriclas & Infrastructure Pvt Ltd (w.e.f. 01.01.2017)
2. Vidarbha Realtors Private Limited (w.e.f. 01.01.2017)
3. Purti Marketing Private Limited (w.e.f. 01.01.2017)
4. MMActiv Sci-Tech Communications Pvt Ltd
5. Pro-Fit Advertisers (India) Private Limited
6. Sci Knowledge Interlinks Private Limited
7. Jairam Infraventure Private Limited

c) Transactions with related parties during the year

Particulars	Purti Marketing Pvt Ltd.	Pro-Fit Advertisers (India) Private Limited	Jairam Infraventure Pvt. Ltd	Mr. Nikhil Gadkari (Managing Director)	Mr. Arvind Bakde (Whole Time Director)
Revenue					
Sales of Product	5,09,31,279.00	-	-	-	-
Service Charges					
Received/Receivables	-	-	-	-	-
Rent Received/Receivable	-	-	-	-	-
Interest Received	-	-	-	-	-
Reimbursement of					
Expenses	-	-	-	-	-
Expenses					
Purchase of Goods(Steam)	-	-	-	-	-
Purchase of DEPB &					
Other License	-	-	-	-	-
Consultancy Charges	-	69,000.00	-	-	-
Rent Paid	-	-	-	-	-
Processing Charges Paid	-	-	-	-	-
Storages Charges Paid	-	-	-	-	-
Guarantees Given	-	-	-	-	-
Contribution in LLP	-	-	-	-	-
Investment	-	-	1,28,00,000.00	-	-
Remuneration Payable					
Director	-	-	-	24,20,874.00	18,90,000.00

A.14 : In line with the accounting policy, Debtors & Creditors which were outstanding for a period of more than 3 years and were not recoverable / payable, were written off / back. Accordingly, the Board approved to write off old debit balances of Rs. 1,12,96,017/- and write back old credit balances Rs. 1,78,13,381/-.

A.15 : With reference to notification of Ministry of Corporate Affairs dated 30th March 2017 details of Specified Bank Notes (SBN) held and transacted by the Company during the period from 8th November, 2016 to 30th December, 2016 are provided in the Table below:

(Amount in Rs.)

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	55,99,000	98,926	56,97,926
(+) Permitted receipts	-	5,10,855	5,10,855
(-) Permitted payments	-	3,29,849	3,29,849
(-) Amount deposited in Banks	55,99,000	-	55,99,000
Closing cash in hand as on 30.12.2016	-	2,79,932	2,79,932

A.16 : There is no MAT (Minimum Alternate Tax Liability) during the year.

A.17 : The Company has drafted Standard Operating Procedures (SOP) in respect of Sales, Procurement, Inventory, Cash and Bank management, HR etc. The company generally follows these SOPs however, inter-set relationship of processes is being reviewed for strengthening control.

For and on behalf of Board of Directors

As per our report of even date

For P. G. Joshi & Co.

FRN :104416W

Nikhil Gadkari
Managing Director
DIN.00234754

Arvind Bakde
Whole-time Director
DIN 00192273

Suneet Pande
Chief Executive Officer
PAN:AXDPP6425G

Nitin Bedekar
Chief Financial Officer
PAN :AELPB9465P

Rohan Deshpande
Company Secretary
PAN : BDAPD4505K

Atul Joshi
(Partner)
(Mem No: 108849)

Place : Nagpur

Date : May 30, 2017

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED

Registered Office: 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur - 440 001

Attendance Slip for 30th Annual General Meeting

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of Meeting

DP ID*	Folio No.
Client ID	No. of Shares

Name and Address of the Shareholder : _____

I hereby record my presence at the 30th Annual General Meeting of the Cian Agro Industries & Infrastructure Limited, held on Thursday, September 29, 2017 at 10:00 a.m. at 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur - 440 001, Maharashtra.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

PROXY FORM

CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED

Registered Office: 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur - 440 001

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member(s) : _____

Registered Address: _____

_____ E-mail ID : _____

Folio No. / Client ID: _____ DP ID : _____

I/We, being the members(s) of shares of Cian Agro Industries & Infrastructure Limited, hereby appoint:

1) _____ of _____

having e-mail id _____ Signature _____

or failing him

2) _____ of _____

having e-mail id _____ Signature _____

or failing him

3) _____ of _____

having e-mail id _____ Signature _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Cian Agro Industries & Infrastructure Limited, to be held on Thursday, September 29, 2016 at 10:00 a.m. at 7th Floor, Shop No. 602, B-Wing, Shriram Shyam Tower, Nagpur - 440 001, Maharashtra (at any adjournment thereof in respect of such resolutions are indicated below :

Resoln. No.	Resolution	Optional	
		For	Against
*Ordinary Business			
1	To receive and adopt the Annual Accounts		
2	To re-appoint Mr. Ravindra Boratkar as Director, who retires by rotation		
3	To ratify appointment of appoint Statutory Auditors of the Company		
4	To appoint of Mr. Nikhil Nitin Gadkari (DIN: 00234754) as Managing Director of the company		
5	To ratify the remuneration of Mr. Nikhil Nitin Gadkari, Managing Director		
6	To approve redemption of preference shares		
7	To re-classify the status of certain persons/entities of Promoter & Promoter Group		
8	To approve the terms & conditions of the financial facilities availed from Yes Bank Limited		
9	To grant approval for related party transactions entered during the financial year 2016-17		

As Witness, I put my hand / or hands this _____ day of _____ 2017.

Signed by the said _____

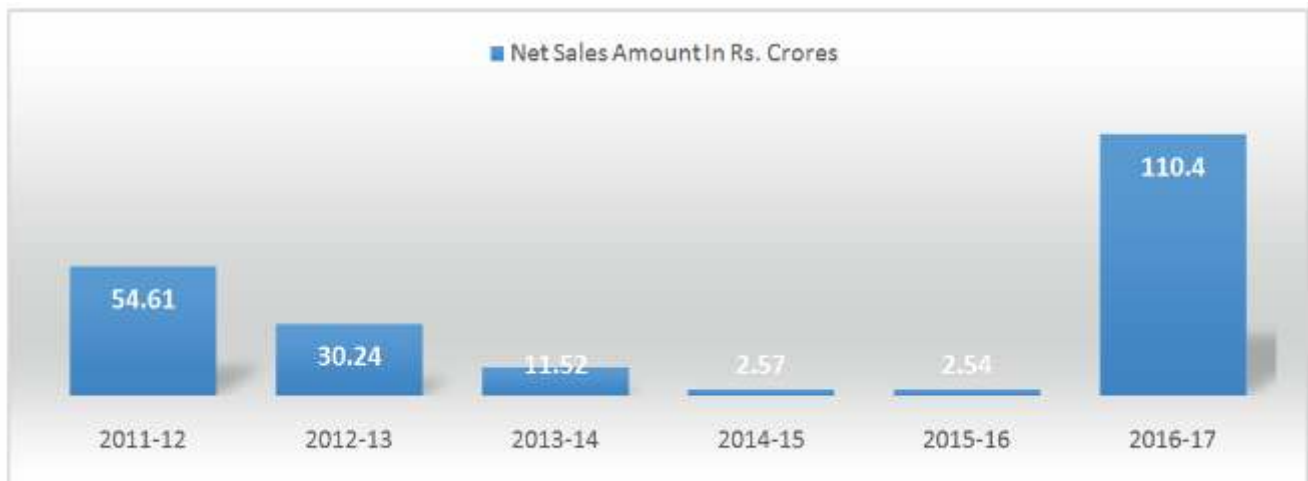
NOTE:

The proxy form must be deposited at the Registered Office of the Company at Shop No. 602, 7th Floor, B-Wing, Shriram Shyam Tower, Kingsway, Nagpur - 440 001.

1. Not less than forty-eight hours before the commencement of the meeting.
2. It is optional to put the 'X' in the appropriate column against the resolutions indicated in the Box. If you leave blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp

CIAN Agro Industries & Infrastructure Ltd. At a Glance



CIAN



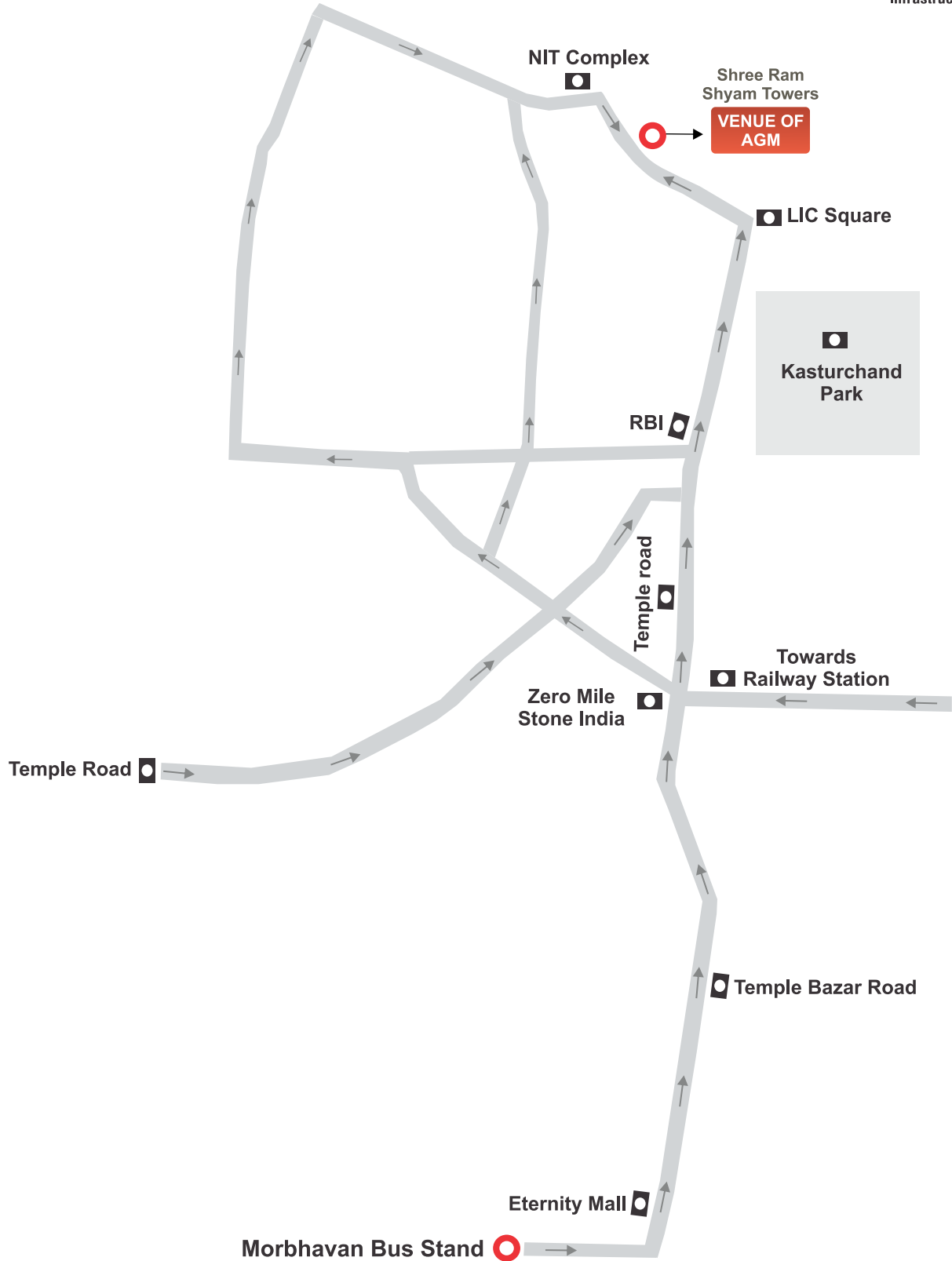
CIAN Agro Industries & Infrastructure Ltd. At a Glance



CIAN



Route Map for
30th Annual General Meeting



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Agro Industries &
Infrastructure Ltd.

CIAN
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MIRCHI POWDER



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Oir
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Registered Office :

7th Floor, Shop No. 602, 'B' Wing, Shriram Shyam Towers, Kingsway, Nagpur - 440 001 (MS) INDIA.

For any suggestion / complaints Ph. No. : 0712-2551144/55

E-mail : info@cianindustries.com | Visit us at www.cianindustries.com