

**General information about company**

Scrip code	519477
Name of the entity	CIAN AGRO INDUSTRIES & INFRASTRUCTURE LIMITED
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mrs	GOURI CHANDRAYAN	AFKPC6750N	07143914	Non-Executive - Independent Director	Chairperson		30-03-2015		24	1	3	1	Textual Information(2)
2	Mr	NIKHIL GADKARI	AIEPG5564B	00234754	Executive Director	Not Applicable	MD	01-01-2017			1	0	0	
3	Mr	ARVIND BAKDE	ABWPD1578R	00192273	Executive Director	Not Applicable		01-10-2008			1	0	0	
4	Mr	ANANDRAO RAUT	AIMPR8284K	01936684	Non-Executive - Independent Director	Not Applicable		30-03-2015		24	1	3	2	

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#### I. Composition of Board of Directors

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
5	Mr	RAVINDRA BORATKAR	ABRPB2869A	00299351	Non-Executive - Non Independent Director	Not Applicable		25-03-2002			1	3	0	
6	Mr	SHRAVAN PARATE	AGZPP0753G	00236098	Non-Executive - Non Independent Director	Not Applicable		30-03-1996			1	0	0	Textual Information(3)

**Text Block**

Textual Information(1)	Mrs. Gouri Chandrayan was appointed as Chairperson of the Board with effect from 01.01.2017.
Textual Information(2)	Mr. Shrawan Parate resigned from the post of Chairperson of the Board of the Company w.e.f 01.01.2017, But he Continues to be a Non Executive Director of the Company.

**Annexure 1****II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter Yes

Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Anandrao Raut	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Gouri Chandrayan	Non-Executive - Independent Director	Member	
3	Audit Committee	Ravindra Boratkar	Non-Executive - Non Independent Director	Member	
4	Nomination and remuneration committee	Anandrao Raut	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	Gouri Chandrayan	Non-Executive - Independent Director	Member	
6	Nomination and remuneration committee	Ravindra Boratkar	Non-Executive - Non Independent Director	Member	
7	Stakeholders Relationship Committee	Gouri Chandrayan	Non-Executive - Independent Director	Chairperson	
8	Stakeholders Relationship Committee	Anandrao Raut	Non-Executive - Independent Director	Member	
9	Stakeholders Relationship Committee	Ravindra Boratkar	Non-Executive - Non Independent Director	Member	

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory

Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	21-10-2016		
2	07-11-2016		16
3		01-01-2017	54
4		11-01-2017	9
5		11-02-2017	30
6		18-02-2017	6

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	11-01-2017	Yes	YES ALL MEMBERS WERE PRESENT	21-10-2016	81	
2	Nomination and remuneration committee	11-01-2017	Yes	YES ALL MEMBERS WERE PRESENT			
3	Stakeholders Relationship Committee	17-01-2017	Yes	YES ALL MEMBERS WERE PRESENT			
4	Audit Committee	11-02-2017	Yes	YES ALL MEMBERS WERE PRESENT		30	
5	Stakeholders Relationship Committee	17-03-2017	Yes	YES ALL MEMBERS WERE PRESENT		58	
6	Stakeholders Relationship Committee	31-03-2017	Yes	YES ALL MEMBERS WERE PRESENT		13	

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)



**Text Block**

Textual Information(1)

The Company has entered into related party transaction only with its wholly owned subsidiary (Jairam Infraventure Private Limited). Since All related party transactions being entered were with its wholly owned subsidiary only there was no need to obtain prior approval from Audit Committee as prescribed in Reg. 23(5)(b) of SEBI (LODR) 2015.

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.cianindustries.com">www.cianindustries.com</a>

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.cianindustries.com
11	email address for grievance redressal and other relevant details	Yes		www.cianindustries.com
12	Financial results	Yes		www.cianindustries.com
13	Shareholding pattern	Yes		www.cianindustries.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.cianindustries.com

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	NA	
10	Risk Assessment & Management	17(9)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
20	Approval for material related party transactions	23(4)	NA	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

**Text Block**

Textual Information(1)

1. Compliance Certificate from CEO/CFO as required under provisions of Reg 17(8) of SEBI (LODR) 2015 will be obtained at the time of Adoption of Accounts.
2. The Company has entered into related party transaction only with its wholly owned subsidiary (Jairam Infraventure Private Limited). Since All related party transactions being entered were with its wholly owned subsidiary only there was no need to obtain prior approval from Audit Committee as prescribed in Reg. 23(5)(b) of SEBI (LODR) 2015.



**Annexure II**

**III. Affirmations**

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Signatory Details</b>	
Name of signatory	ROHAN DESHPANDE
Designation of person	Company Secretary
Place	NAGPUR
Date	15-04-2017