

**Regd. Off. :** Unit No. 605, 6<sup>th</sup> Floor,  
Raheja Chambers, Nariman Point,  
Mumbai - 400021, M.S., India.  
**Email :** info@cianindustries.com  
**CIN:** L15142MH1985PLC037493

**Corp. Off. :** 4<sup>th</sup> Floor Gupta Tower,  
Science College Road, Civil Lines,  
Nagpur - 440001 M.S., India.  
**Website :** www.cianindustries.com  
**Contact :** 0712-2551144 / 2551155



**Date:** 02<sup>nd</sup> April, 2026

To,  
**Department of Corporate Services,  
BSE Ltd.**  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400 001

**SCRIP CODE: 519477 SCRIP ID: CIANAGRO**

**Sub: Outcome of Board meeting**  
**Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

In compliance with Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, this is to inform you that on the basis of recommendation of Audit Committee and the Committee of Independent Directors as stipulated in SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 on Scheme of Arrangements dated June 20, 2023, the Board of Directors of the Company ("Board") at its meeting held on April 02, 2026, transacted the following business.

Based on the recommendations of the Audit Committee and the Committee of Independent Directors and subject to all Regulatory approvals, and other approvals (including shareholders approval), the Board of Directors considered and approved the Scheme of Amalgamation and Arrangement ("the Scheme") involving M/s. Varron Aluminium Private Limited, M/s. Sec-One Sales & Marketing Private Limited, M/s. Vyankatesh Engineers & Contractors Private Limited, M/s. Manas Power Ventures Private Limited, M/s. Avenzer Electricals & Infrastructure Private Limited, M/s. Manas Agro Industries & Infrastructure Limited with M/s. CIAN Agro Industries & Infrastructure Limited and their respective Shareholders and Creditors under Section 230 To 232 of the Companies Act, 2013.

The Scheme is subject to the approvals from the respective shareholders and Creditors and as may be modified from time-to-time pursuant to the provisions of Sections 230 to 232 and other applicable sections/ provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder. The said Scheme is also, subject to the requisite approvals and sanction of the



jurisdictional bench of National Company Law Tribunal ("NCLT") including approvals from Stock Exchanges or such other competent authority as may be directed by the NCLT.

We enclose herewith the information (Annexure-1) pursuant to Regulation 30 of the SEBI Listing Regulations read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 on Continuous Disclosure Requirements, in the prescribed format.

The Meeting commenced at 03:30 p.m. and concluded at 05:00 p.m.

We request you to take the above information on record.

Thanking you,

Yours faithfully,

For CIAN Agro Industries & Infrastructure Limited

*Madhubala Dave*

Madhubala Dave  
Company Secretary & Compliance Officer  
M.No: F12218

Encl: as above



Annexure -I

Disclosure of information pursuant to Regulation 30 of SEBI Listing Regulations, read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023.

Details of the proposed Scheme of Amalgamation/Merger:

Sr. No.	Particulars	Details
1	Name of the entity(ies) forming part of the amalgamation/ merger	<p>CIAN Agro Industries &amp; Infrastructure Limited, (CIAN) is a listed public company having CIN L15142MH1985PLC037493, incorporated under the Companies Act 1956 and having its registered address at Unit no. 605, 6<sup>th</sup> Floor, Raheja Chambers, Nariman Point, Mumbai 400021, Maharashtra and corporate address at 4<sup>th</sup> Floor, Gupta Tower, Science College Road, Civil Lines, Nagpur, Maharashtra, India, 440001. Its shares are listed and traded on the Bombay Stock Exchange in India. The CIAN Group is an integrated group with expanse and expertise in diverse sectors like Spices, Edible Oil, Personal Care, Home care, Health care, Agro and Infrastructure.</p> <p>Varron Aluminum Private Limited (VAPL) is a company incorporated under the Companies Act 1956 bearing CIN: U27310MH2008PTC289939 and having its registered address at Unit no. 605, 6<sup>th</sup> Floor, Raheja Chambers, Nariman Point, Mumbai 400021, Maharashtra. VAPL is engaged in the business of Manufacturing and supply of Aluminium alloy, Aluminum Die-Casting (GDC, PDC) and Steel Forgoing. VAPL is the Wholly-Owned Subsidiary of CIAN.</p> <p>Sec-One Sales &amp; Marketing Private Limited (SOSMPL) is a company incorporated under the Companies Act 1956 bearing CIN: U51100MH2009PTC191718 and having its registered address at Second Floor, Nagpur Khadi Mandal, Gandhi Sagar, Mahal, Nagpur, Maharashtra, India, 440002. SOSMPL is engaged in the business of distributors, Sale, Purchase, supply, dealers, trader, or organizer of sales and marketing of Commodities, of various types including sugar, sugarcane, molasses, jiggery etc. SOSMPL is also the Wholly-Owned Subsidiary of CIAN.</p> <p>Vyankatesh Engineers &amp; Contractors Private Limited (VECPL) is a company incorporated under the Companies Act 1956 bearing CIN: U45400MH2010PTC209758 and having its registered address at Block No. 2, F/408, P. No. 4, Building No. 1, S. No. 178/4567, Near Gandhi Sagar, Empress Mill, Nagpur, Maharashtra, India, 440002. VECPL is engaged in the business of construction, build, alter, acquire, convert, improve, conceive, plan, survey, design, erect, establish, equip, develop etc., to act as civil engineer, architectural engineer, electrical engineer, mechanical engineer, interior decorator, consultant, advisor, agent, broker, supervisor, administrator, contractor, sub-contractor, turnkey contractor and manager of all types of infrastructure projects, industrial projects, facilities and works, constructions &amp; developmental works. VECPL is also the Wholly-Owned Subsidiary of CIAN.</p> <p>Manas Power Ventures Private Limited (MPVPL) is a company</p>



incorporated under the Companies Act, 2013 and has its Registered Office situated at 5<sup>th</sup> Floor, Plot No. 1601, Gupta Towers, Civil Lines, Nagpur, Maharashtra, India, 440001. MPVPL is engaged in the business of generation, accumulation, distribution and supply of and to generally deal in thermal Energy, Power Generation. MPVPL is also the Wholly-Owned Subsidiary of CIAN.

Avenzer Electricals & Infrastructure Private Limited (AEIPL) is a company incorporated under the Companies Act, 2013 and has its Registered Office situated at 5<sup>th</sup> Floor, Gupta Tower Science College Road, Civil Lines, Nagpur, Maharashtra, India, 440001. AEIPL is engaged in the business of drip irrigation, Infrastructure and power Generation etc. AEIPL is also the Wholly-Owned Subsidiary of CIAN.

Manas Agro Industries & Infrastructure Limited (MAIIL) is a company incorporated under the Companies Act, 1956 and has its Registered Office situated at Unit No. 605, 6<sup>th</sup> Floor, Raheja Chambers, Nariman Point, Mumbai, Maharashtra, India, 400021 and corporate office at Fifth Floor, Gupta Tower, Science College Road, Civil Lines, Nagpur, Maharashtra, India, 440001. MAIIL is engaged in the business of Manufacturing of Sugar, Power Generation, Distillery, Ethanol Production, Trading of E-10 and LPG etc. MAIIL is the Step down Subsidiary of CIAN.

Particulars	Paid-up Share Capital as on date (in Rs.)	Net worth as on 31 <sup>st</sup> March 2025 (Rs. In Lakhs)	Total Revenue as on 31 <sup>st</sup> March 2025 (Rs. In Lakhs)
CIAN	27,98,58,950	2,947.04	26,387.80
VAPL	27,87,41,700	9,462.98	169.00
SOSMPL	1,00,000	(574.17)	3,904.60
VECPL	5,00,00,000	(1059.3)	5.48
MPVPL	5,810	6,363.26	129.04
AEIPL	25,03,24,130	1,870.13	1.62
MAIIL	20,15,51,600	57,845.74	94,337.11

2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm's length"?	<p>Yes. VAPL, SOSMPL, VECPL, MPVPL, AEIPL are the Wholly-Owned Subsidiaries and MAIIL is the Step-down subsidiary of CIAN.</p> <p>Pursuant to the Scheme of Amalgamation, CIAN shall discharge the consideration on arm's length basis by the issue and allotment of its shares to the shareholders of AEIPL and MAIIL in the proportion of their holding in respective Companies and based on an independent valuer Report.</p> <p>However, the transaction shall not attract the requirements of Section 188 of the Companies Act, 2013 pursuant to clarification provided in General Circular No.30/2014 dated 17th July 2014, issued by the Ministry of Corporate Affairs.</p>
3	Area of business of the entity(ies)	Please refer Serial no. 1



4	Rationale for amalgamation/merger;	<p>The Scheme is expected to have the following benefits:</p> <ol style="list-style-type: none"> <li>i. Greater financial strength and flexibility for the amalgamated entity, which will as a single company have consolidated assets thereby increasing the value of the shareholding so as to maximize overall shareholder value, and improve the economic and competitive position of the combined entity by reducing the multiplicity of legal and regulatory compliances, and rationalizing costs.</li> <li>ii. Benefit shareholders and other stakeholders of the respective Companies by consolidating and simplifying the structure and eliminating cross holdings amongst the companies.</li> <li>iii. Streamline the group structure by reducing the number of legal entities.</li> <li>iv. Enhance growth prospects, reduce overheads, administrative, managerial and other costs and expenditure and remove inefficiencies and bring operational rationalization, organizational efficiency and optimal utilization of various resources.</li> <li>v. Providing a stronger and wider, capital and financial base for future growth/expansion of the Transferee Company.</li> <li>vi. Enable additional thrust of the combined entity in terms of offering an optimum financial and capital structure resulting in better ability to leverage resources for growth and expansion.</li> <li>vii. As a single entity, the Transferee Company shall be in a position to attract right set of investors, strategic partners, employees and other relevant stakeholders. The strengthening of the financial position of the combined entity will improve its ability to take advantage of possible growth opportunities. The Scheme would be in the best interest of all the stakeholders. The Scheme shall not in any manner be prejudicial to the interest of any of the members, creditors, employees or general public at large. In particular, the creditors, if any, are not adversely affected by the proposed merger as there is no compromise.</li> <li>viii. The Scheme will result in building strong capability of the combined Transferee Company to effectively meet future challenges in competitive business environment.</li> </ol>
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5	In case of cash consideration - amount or otherwise share exchange ratio	<p><b>Share Exchange Ratio:</b></p> <p>The preference shareholder of AEIPL will get One (1) fully paid 9% non-cumulative redeemable unlisted preference share of CIAN (Transferee Company) of face value Rs. 10 each redeemable at par, for one (1) preference share of face value Rs. 10 each of AEIPL.</p> <p>The Equity shareholder of MAIIL will get Thirty (30) fully paid listed Equity shares of face value Rs. 10 each of CIAN (Transferee Company) ranking pari pasu with the existing listed equity shares of CIAN, for every Hundred (100) unlisted equity shares of face value of Rs. 10 each of MAIIL. And</p> <p>The preference shareholder of MAIIL will get One (1) fully paid 90% non-cumulative redeemable unlisted Class B preference share of CIAN (Transferee Company) of face value Rs. 1 each redeemable at premium of Rs. 9 each, for one (1) preference share of face value Rs. 10 of the MAIIL.</p> <p>VAPL, SOSMPL, VECPL, MPVPL being the Wholly owned subsidiaries of CIAN will not get any Shares of CIAN.</p>																																											
6	Brief details of change in shareholding pattern (if any) of listed entity	<p><b>Pre and post shareholding pattern of CIAN</b></p> <table border="1" data-bbox="624 1090 1415 1506"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre- Scheme</th> <th colspan="2">Post Scheme</th> </tr> <tr> <th>No. of Equity Shares</th> <th>Shareholding as % of voting rights</th> <th>No. of Equity Shares</th> <th>Shareholding as % of voting rights</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td> <td>18921606</td> <td>67.61</td> <td>18930453</td> <td>67.40</td> </tr> <tr> <td>Public</td> <td>9064289</td> <td>32.39</td> <td>9064289</td> <td>32.27</td> </tr> <tr> <td>Public of transferor company 6</td> <td>-</td> <td>-</td> <td>93475</td> <td>0.33</td> </tr> <tr> <td>Total</td> <td>27985895</td> <td>100</td> <td>28088217</td> <td>100</td> </tr> </tbody> </table> <table border="1" data-bbox="624 1532 1431 1942"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">Pre- Scheme</th> <th colspan="2">Post Scheme</th> </tr> <tr> <th>No. of Preference Shares</th> <th>Shareholding as % of voting rights</th> <th>No. of Preference Shares</th> <th>Shareholding as % of voting rights</th> </tr> </thead> <tbody> <tr> <td>Promoter and Promoter Group</td> <td>--</td> <td>--</td> <td>2,50,00,000 Preference Shares of face value Rs. 10/- each and 13,86,086</td> <td>-</td> </tr> </tbody> </table>	Particulars	Pre- Scheme		Post Scheme		No. of Equity Shares	Shareholding as % of voting rights	No. of Equity Shares	Shareholding as % of voting rights	Promoter and Promoter Group	18921606	67.61	18930453	67.40	Public	9064289	32.39	9064289	32.27	Public of transferor company 6	-	-	93475	0.33	Total	27985895	100	28088217	100	Particulars	Pre- Scheme		Post Scheme		No. of Preference Shares	Shareholding as % of voting rights	No. of Preference Shares	Shareholding as % of voting rights	Promoter and Promoter Group	--	--	2,50,00,000 Preference Shares of face value Rs. 10/- each and 13,86,086	-
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				Preference Shares of face value Rs. 1/- each	
	Public	--	--	-	-
	Public of Transferor Company 6	--	--	1,47,08,249 Preference Shares of Rs. 1/- each	-

10 Brief details of change in shareholding pattern (if any) of all entities

**Pre and post shareholding pattern of VAPL**

Particulars	Pre- Scheme		Post Scheme	
	No. of Equity Shares	Shareholding as % of voting rights	No. of Equity Shares	Shareholding as % of voting rights
Promoter	27874170	100	NA as Merged Entity	
Public	--	--		
Total	27874170	100		

**and post shareholding pattern of SOSMPL**

Particulars	Pre- Scheme		Post Scheme	
	No. of Equity Shares	Shareholding as % of voting rights	No. of Equity Shares	Shareholding as % of voting rights
Promoter	10,000	100	NA as Merged Entity	
Public	--	--		
Total	10000	100		

**Pre and post shareholding pattern of VECPL**

Particulars	Pre- Scheme		Post Scheme	
	No. of Equity Shares	Shareholding as % of voting rights	No. of Equity Shares	Shareholding as % of voting rights
Promoter	50,00,000	100	NA as Merged Entity	
Public	--	--		
Total	50,00,000	100		

**Pre and post shareholding pattern of MPVPL**

Particulars	Pre- Scheme		Post Scheme	
	No. of Equity Shares	Shareholding as % of voting rights	No. of Equity Shares	Shareholding as % of voting rights



Promoter	592	100	NA as Merged Entity
Public	--	--	
Total	592	100	

**Pre and post shareholding pattern of AEIPL**

Particulars	Pre- Scheme		Post Scheme	
	No. of Equity Shares	Shareholding as % of voting rights	No. of Equity Shares	Shareholding as % of voting rights
Promoter	32413	100	NA as Merged Entity	
Public	--	--		
Total	32413	100		

Particulars	Pre- Scheme		Post Scheme	
	No. of Preference Shares	Shareholding as % of voting rights	No. of Preference Shares	Shareholding as % of voting rights
Promoter	--	--	NA as Merged Entity	
Public	2,50,00,000	100		
Total	2,50,00,000	100		

**Pre and post shareholding pattern of MAILL**

Particulars	Pre- Scheme		Post Scheme	
	No. of Equity Shares	Shareholding as % of voting rights	No. of Equity Shares	Shareholding as % of voting rights
Promoter	3263954	90.39	NA as Merged Entity	
Public	346871	9.61		
Total	3610825	100		

Particulars	Pre- Scheme		Post Scheme	
	No. of Preference Shares	Shareholding as % of voting rights	No. of Preference Shares	Shareholding as % of voting rights
Promoter	187431	1.13	NA as Merged Entity	
Public	16356904	98.87		
Total	16544335	100		

Yours faithfully,  
For CIAN Agro Industries & Infrastructure Limited

*Madhubala Dave*

Madhubala Dave  
Company Secretary & Compliance Officer  
M.No: F12218

