



NOTICE TO CALL BOARD MEETING

Notice is hereby given that Meeting of Board of Directors of our company will be held on , June 23, 2018 at 04:00 p.m. at the Registered Office of the Company at 408 Kirtiman Complex B/h Rembrandt C.G. Road Ahmedabad-380006. The Agenda of the business to be transacted at the meeting is enclosed herewith.

You are requested to make it convenient to attend the meeting.

FOR AIRAN LIMITED

Ruchika Jain
Company Secretary and Compliance Officer
M. No. : A54986



Date:14/06/2018
Place:Ahmedabad

AIRAN LIMITED

Agenda for the Meeting of the Board of the Directors of the Company to be held on June 23, 2018 at the Registered Office of the Company:

1. To consider and approve Directors Report for the financial year 2017-2018.
2. The Board approved draft notice along with the Explanatory Statement to call Annual General Meeting of the company on Saturday, July 11, 2018 (Registered office)
3. The Board fixed the record date July 13, 2018 for the purpose of Annual General Meeting.
4. To consider and approve Ratification of the appointment of the Statutory Auditors of the Company.
5. To Regularize appointment of Mr. Jayesh jain.
6. The Board Appointed KGS& CO. as the Scrutinizer for the scrutinizing the entire Voting Process at the Annual General Meeting.
7. The Board consider increase in the remuneration of Mr. Sandeepkumar Vishwanath Agrawal Managing Director of the Company.
8. The Board consider increase in the remuneration of Mr. Poonam Sandeepkumar Agrawal Executive Director of the Company.
9. To Approve the Sub-division of 1 (one) Equity Share of face value of Rs 10/- each in to 5 (five) Equity Share of Rs. 2 /- each, subject to the approval of the members.
For details please refer to Annexure-1
10. To Approve Alteration of the Capital Clause of Memorandum and Article of Association subject to the approval of the shareholders in the Annual General Meeting.
11. Any other business with the permission of the chair.

FOR AIRAN LIMITED



Ruchika Jain
Company Secretary and Compliance Officer
M.No. : A54986



Date:14/06/2018
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NOTES TO AGENDA**ITEM NO. 1****To Approve Directors Report for the financial year 2017-2018.**

Draft Directors' Report for the year ended 31st March, 2018 for review and discussion of the board will be placed before the board for their consideration and approval.

The Board is proposed to consider the same and there upon pass the following resolution with or without modifications:

"RESOLVED THAT the draft of the Directors' Report on the state of affairs of the company for the year ended 31st March, 2018, as submitted before the meeting, duly initiated by the Chairman of the Meeting for the purpose of identification be and is hereby approved by the Board and the same be signed by Mr. Sandeepkumar Vishwanath Agrawal, Chairman, on behalf of the Board of Directors of the Company.

"RESOLVED FURTHER THAT any director or Company secretary of the Company be & is hereby authorised to file the resolution with the Registrar of Companies, by filling the requisite Form MGT-14 ,to intimate National Stock Exchange and to do such other acts, deeds & things as may be deemed desirable in this regard."

ITEM NO. 2 & 3**To Approve draft Notice to call Annual General Meeting.**

The draft notice calling the Annual General Meeting of shareholders of the Company on July 28, 2018 will be placed before the Board.

The Board is proposed to took note of the same and pass the following resolution with or without modifications:

"RESOLVED THAT Annual General Meeting of the Members of Company be convened on , July 28, 2018 at the registered office of the company at 11:00 to consider the resolutions given in the notice as per draft placed before the meeting.

"RESOLVED FURTHER THAT any director of the company be and is hereby authorized to issue notice of the meeting and to comply with all requirements of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 in this regard."

ITEM NO 4**To Approve Ratification of the appointment of the Statutory Auditors of the Company.**

The Board is proposed to discuss the same and pass the following resolution with or without modifications:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Company terms of Section 139 of The Companies Act, 2013, the Statutory Auditors are required to be appointed, subject to the approval of the members in the forthcoming Annual General Meeting for auditing the Annual Accounts of the Company for Financial Year 2017-18. Companies (Audit and Auditors) Rules, 2014, the appointment of M/s. Deora Maheshwari & Co, Chartered Accountants (Registration no. 123009W) as the Statutory Auditors of the Company and that they shall hold the said office till the conclusion of next Annual General Meeting at such remuneration (inclusive of the above period) as may be recommended by the Audit Committee and approved by the Board of Directors of the Company in consultation with the Statutory Auditors."

AIRAN LIMITED

ITEM NO. 5**To Regularize appointment of Mr. Jayesh Jain .**

Term of Mr. Jayesh Jain (DIN-02733035), Additional Director on the Board of the Company, To ensure his appointment in the Annual General Meeting, The Board is recommended to approve appointment of Mr. Jayesh Jain as director of the company.

The Board is proposed to pass the following resolution with or without modifications:

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof) Mr. Jayesh Jain (DIN-02733035), who was appointed as an Additional Director in the capacity of an Independent Director on February 15, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company."

ITEM NO. 6**To Appoint Scrutinizer for the purpose of Annual General Meeting.**

To comply with provisions of the Act, it is required to appoint a Scrutinizer for scrutinizing the proceedings of Annual General Meeting. It is proposed to appoint M/s KGS & Company, Company secretary in practice as scrutinizer for the purpose of Annual General Meeting. The Board requested to consider this and pass the following resolution with or without modifications:

"RESOLVED THAT in compliance of Listing Obligations and Disclosure Requirement (LODR) Regulations, 2015, M/s KGS & Company, Company secretary in practice, who has given his consent to act as such be and is hereby appointed as Scrutinizer of voting process in a fair & transparent manner at ensuing Annual General Meeting and provide report thereon and be paid the remuneration and out of pocket expenses incurred by him as may be decided by the Managing Director of the Company."

ITEM NO.7 & 8**To Increase in the remuneration of a Managing director and Executive Director.**

"RESOLVED THAT pursuant to the provisions of Sections 2(78), 197, 2(94), 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and approval of the Company be and is hereby accorded for designating Mr. Sandeepkumar Vishwanath Agrawal, as a Whole Time Director for a period of five years with effect from July 28, 2018 on terms and conditions as set out below:

In accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 as in force the particulars of the remuneration to be paid and perquisites to be provided to Mr. Sandeepkumar Vishwanath Agrawal are as under:
SALARY: Rs.18 lac per annum.

PERQUISITES: In addition to salary he shall be entitled to perquisites and allowances like HRA, medical reimbursement, travelling allowances, club fees and other payments in the nature of perquisites and allowances as agreed by the Board of Directors, subject to overall ceiling of remuneration stipulated in sections 2(78) and 197 read with Schedule V of the Act.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Sandeepkumar Vishwanath Agrawal, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors.

AIRAN LIMITED

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mr. Sandeepkumar Vishwanath Agrawal.

"RESOLVED FURTHER THAT, Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

EXECUTIVE DIRECTOR

"RESOLVED THAT pursuant to the provisions of Sections 2(78), 197, 2(94), 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and approval of the Company be and is hereby accorded to increase remuneration of Mrs. Poonam Sandeepkumar Agrawal, Executive Director with effect from July 28, 2018 on terms and conditions as set out below:

In accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013 as in force the particulars of the remuneration to be paid and perquisites to be provided to Mrs. Poonam Sandeepkumar Agrawal are as under:

SALARY: Rs.18 lac per annum.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mrs. Poonam Sandeepkumar Agrawal, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification/s in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mrs. Poonam Sandeepkumar Agrawal".

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

ITEM NO.9

To consider and approve the Sub-division (Split) of Equity Shares.

"RESOLVED THAT the board considered and approved the proposal of Sub-Division (Split) of Equity Shares of the Company from the existing F.V. of Rs. 10/- per Equity Shares to F.V. of Rs. 2/-per Equity Share as per Section 61(1)(d) of the Companies Act, 2013 , subject to approval of the Members of the Company.

AIRAN LIMITED

The details required under SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 are mentioned below:

Split Ratio	1 (one) Equity Share of face value of Rs 10/- each will be split into 5 (five) Equity Share of Rs. 2 /- each																								
Rationale behind the split of face value of the Shares	To improve the liquidity of the Company's Equity Shares in the Stock Market and to make the Shares more affordable to small investors.																								
Details of Share Capital - Pre and Post split of face value.	<p>Based on the ratio of Split Shares, the share Capital of the Company pre and post split of Face Value will be as follows:-</p> <p style="text-align: center;">Present Capital Structure</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th style="width: 15%;">No.of Equity Shares</th> <th style="width: 15%;">Face value (in Rs)</th> <th style="width: 40%;">Total (in Rs.)</th> </tr> </thead> <tbody> <tr> <td>Authorised Capital</td> <td style="text-align: right;">1,30,00,000</td> <td style="text-align: center;">10</td> <td style="text-align: right;">13,00,00,000</td> </tr> <tr> <td>Issued, Subscribed and Paid up Sahre Capital</td> <td style="text-align: right;">1,25,02,000</td> <td style="text-align: center;">10</td> <td style="text-align: right;">12,50,20,000</td> </tr> </tbody> </table> <p style="text-align: center;">Proposed Capital Structure</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Particulars</th> <th style="width: 15%;">No.of Equity Shares</th> <th style="width: 15%;">Face value (in Rs)</th> <th style="width: 40%;">Total (in Rs.)</th> </tr> </thead> <tbody> <tr> <td>Authorised Capital</td> <td style="text-align: right;">6,50,00,000</td> <td style="text-align: center;">2</td> <td style="text-align: right;">13,00,00,000</td> </tr> <tr> <td>Issued, Subscribed and Paid up Sahre Capital</td> <td style="text-align: right;">6,25,10,000</td> <td style="text-align: center;">2</td> <td style="text-align: right;">12,50,20,000</td> </tr> </tbody> </table>	Particulars	No.of Equity Shares	Face value (in Rs)	Total (in Rs.)	Authorised Capital	1,30,00,000	10	13,00,00,000	Issued, Subscribed and Paid up Sahre Capital	1,25,02,000	10	12,50,20,000	Particulars	No.of Equity Shares	Face value (in Rs)	Total (in Rs.)	Authorised Capital	6,50,00,000	2	13,00,00,000	Issued, Subscribed and Paid up Sahre Capital	6,25,10,000	2	12,50,20,000
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Expected time of completion	October 31, 2018																								
Class of Shares which are Sub-divided	Equity Shares																								
Number of Equity Shares of each class pre and post split	As per table above under the head "Details of Share Capital pre and post split of face value".																								
No. Of Share holders who will not get Shares in consolidation and their pre-consolidated Share holding	Not applicable																								

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ITEM NO.10

To Approve and considered the increase in Authorised Share Capital and Alteration in Capital Clause of Memorandum and Article of Association.

"RESOLVED THAT pursuant to provisions of section 13 and 61 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the "Act") and subject to the approval of shareholders and subject to such other approvals, permission and consents as may be required, the articles of association and the existing Clause V of the Memorandum Of Association of the Company be and are hereby altered and Substituted by the following as new Clause V as under:

The Authorised Share Capital of the Company is 13,00,00,000/- (Rupees Thirteen Crore only) consisting of 65,000,000/- (Six Crore Fifty Lakhs Rupees) of Rs. 2 each.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any addition/alteration in proposal(s) mentioned above, as may be required by the authorities concerned at the time of their approval and as agreed to by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps 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 sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to one or more director(s) of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

FOR AIRAN LIMITED



Ruchika Jain
Company Secretary and Compliance Officer
M. No. : A54986



Date : 14/06/2018
Place : Ahmedabad

AIRAN LIMITED