

**ANNUAL REPORT  
2019-2020**

**AIRAN LIMITED**



“If you’re competitor-focused,  
you have to wait until there is a  
competitor doing something.  
Being customer-focused allows you  
to be more pioneering.”  
- Jeff Bezos



**AIRAN**<sup>®</sup>

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# Airan at a Glance

Deciphering technology through innovation & delivering cost effective solutions



**Airan Limited Head Quarters**  
Ahmedabad, India



dun & bradstreet

Smera-D&B Performance & Credit Rating  
**SMERA MSE 1**

**Highest** Creditworthiness  
Operating Performance  
Financial Strength

D&B D-U-N-S® Number: 85-836-4162

Listed on :



National Stock Exchange of  
India Limited



**Presence :**  
across India and beyond



**In house Technology &  
software development**



**Large human capital  
Strong domain expertise**

## OUR VISION

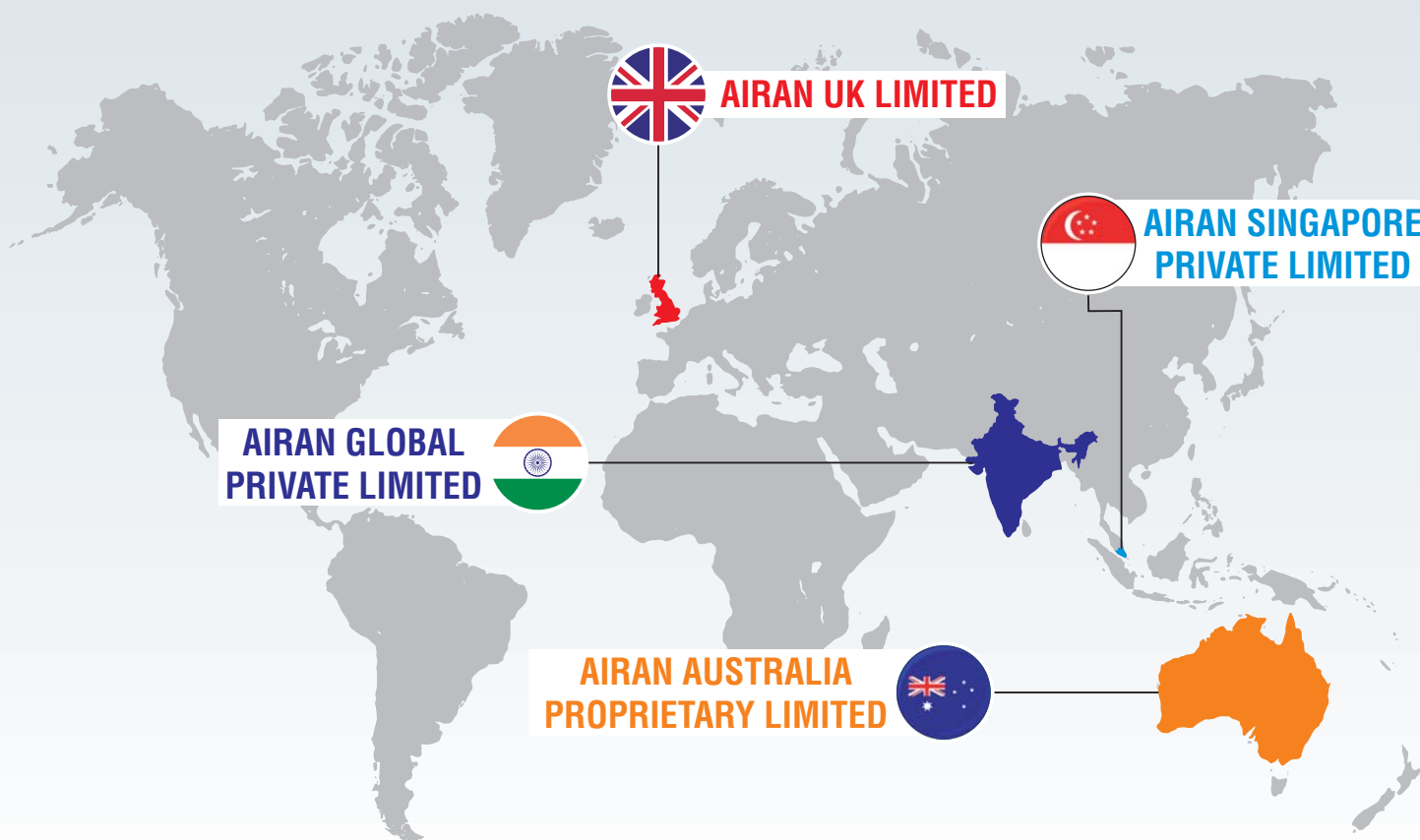
To be a preferred IT & ITeS Solutions Provider for BFSI and Telecom Industry

## OUR VALUES

Commitment,  
Passion,  
Seamlessness,  
Speed,  
Integrity, &  
Info-Sec,



# International presence



## **AIRAN GLOBAL PVT. LTD.**

**Regd. Office :**  
807-808, Signature Building,  
International Financial Services Center (IFSC),  
Block 13-B, Zone-1, SEZ Area of Gift City,  
Gandhinagar-382355, INDIA. Ph.: +91-79-2646 2233  
Email : [info@airanglobal.com](mailto:info@airanglobal.com)  
Website : [www.airanlimited.com](http://www.airanlimited.com), [www.airanglobal.com](http://www.airanglobal.com)

## **AIRAN SINGAPORE PVT. LTD.**

**Regd. Office :**  
23, KELANTAN LANE, #04-01,  
KIM HOE CENTRE, SINGAPORE-208642.  
Phone : +65 90093320 • Registration No.: 201718562H  
Email : [contact@airanlimited.com](mailto:contact@airanlimited.com)  
Website : [www.airanlimited.com](http://www.airanlimited.com) • [www.airanlimited.in](http://www.airanlimited.in)

## **AIRAN UK LTD.**

**Regd. Office :**  
20, THE BYE WAY, HARROW,  
Ha3 7EF, UNITED KINGDOM.  
Registration No.: 11628034  
Email : [contact@airanlimited.com](mailto:contact@airanlimited.com)  
Website : [www.airanlimited.com](http://www.airanlimited.com) • [www.airanlimited.in](http://www.airanlimited.in)

## **AIRAN AUSTRALIA PTY. LTD.**

**Regd. Office :**  
UNIT 5, 94 MAIN STREET,  
BLACKTOWN NSW 2148, AUSTRALIA.  
Phone : +61-02-9191 9766  
ACN : 631 878 807 • ABN : 87 631 878 807  
Email : [info@airanglobal.com](mailto:info@airanglobal.com) Website : [www.airanglobal.com](http://www.airanglobal.com)

# Letter to Shareholders



**Dear Stakeholder,**

Your company achieved many admirable wins and milestones through the first 11 months of FY '19-'20. However, it was in the final days of the year that the true nature of its purpose-driven worldview truly shone through. Your Company prioritized the health and safety of its employees, kept customers' mission-critical systems running under very difficult circumstances and pitched in to help communities across the world battle the pandemic.

When we emerge out of this crisis, the world will be a very different place. We are witnessing many of those changes already. With cloud and the new class of collaboration tools, people have been enabled to collaborate with each other just as well while working from home, as they did in person in the pre-COVID era. Employers are discovering that the productivity is just as efficient, if not better, in this new way of working.

Our strong balance sheet, great growth momentum, scaled digital systems for our people to deliver collaboratively and an executive management team relentlessly focused on executing our digital strategy, uniquely position Airan to deal with the unprecedented challenges of these times and help our clients navigate to the next normal.

The next few months will be difficult, but your company is reliably strong with deep relationships with customers and partners, enviable scale, a diversified business mix, a robust and resilient business model, and strong financials. Your company is well poised to take the lead in partnering customers to retrieve and rebound on to their growth and transformation journeys.

In conclusion, on behalf of the Members of the Board of Directors of Airan Limited, it gives me pleasure to extend thanks, and express my appreciation to all Shareholders for their continued support and confidence.

With best Wishes,  
Sincerely,

Sandeep Agrawal  
Chairman and Managing Director





**Dear Shareholders,**

It gives me immense pleasure to present to you Airan Limited's Annual Report for the FY 2019-'20. Though this was a year with extreme economic challenges for the world, a situation aggravated almost beyond measure by the unprecedented COVID-19 pandemic, your Company continued to play on its strengths and posted a stable financial performance.

The macro-economic factors that caused a slowdown in FY 2019-'20 will continue in FY 2020-'21, with the first half of Calendar Year (CY) 2020 completely dominated by the pandemic and consequent lockdowns, and with the US-China trade war still going on two years later.

Airan has successfully adapted to the 'work from home' culture. We continued operations all along the lockdown period, obviously with required limited work force, as we fall under the category of 'Essential services' as per the order issued by the Home Ministry, Government of India. We had and continue to take necessary precautions to protect all our employees' health in the most critical times, as far as possible.

The management is well aware of the fact that the current business environment may pose challenges in the near term, but it also provides opportunities in the short, medium, and long term. So, we are right to stay confident while remaining firmly grounded in our reality.

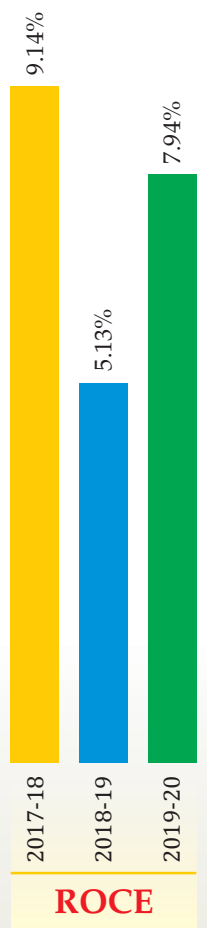
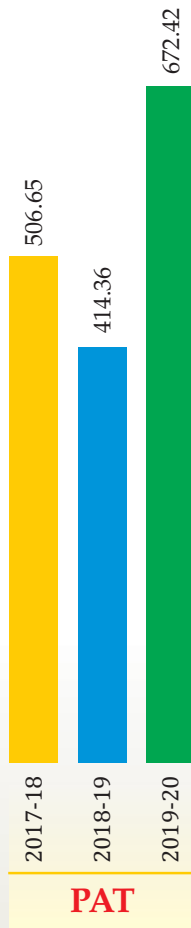
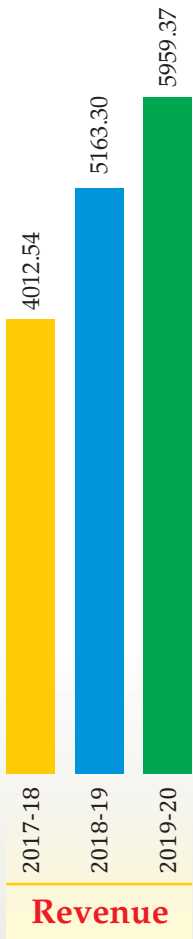
On behalf of the Board of Directors of Airan Limited, I would like to thank all Shareholders for their continued trust, confidence, and support throughout the year.

With best Wishes,  
Sincerely,

Poonam Agrawal  
Executive Director



# Financial Highlights



\*Figures in Lakhs (INR)

# Present Clientele















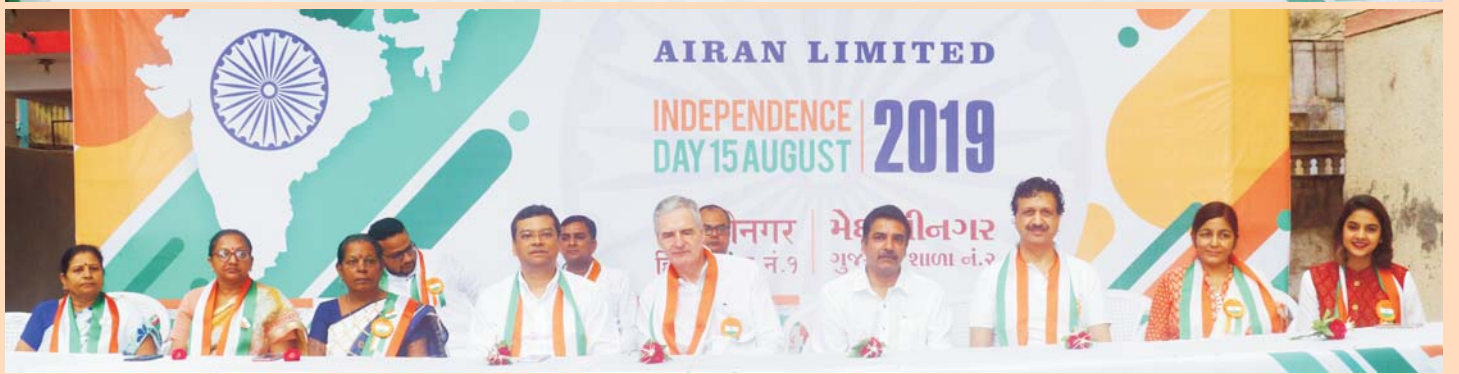





LENDINGKART





















# शैक्षणिक सम्मान समारोह

















# PARTICIPATING CORPORATES

ADANI GROUP | ADITYA BIRLA CAPITAL | AIRAN LTD | APTIUS SOFTWARE PVT LTD | ARGUSOFT | ARVIND LTD  
 IONS PVT LTD | AXIS BANK LTD | AZAFRAN INNOVATIONS LTD | BAJAJ | BAJRANG REFRACTORIES PVT LTD  
 LOGIES PVT LTD | BRAND AID PVT LTD | CENTRAL BANK GROUP | COMMUNICATION CRAFTS  
 S PVT LTD | CORTEVA AGRISCIENCE | CROMPTON GREAVES LTD | CYGNET INFOTECH PVT LTD  
 GY LTD | ENLIGHT BUSINESS SOLUTIONS PVT LTD | FORCE MOTORS LTD | GANESH  
 NY LTD | GUJARAT GAS | GUJARAT METRO RAIL CORPORATION LTD | GUJARAT ST  
 IK LTD | HDFC LTD | HERO MOTOCORP | HIGHQ SOLUTION LTD | HITACHI HIREL | HOME C  
 MBARD GIC LTD | ICRA LTD | IDFC BANK | INDIANIC INFOTECH LTD | INDUS TOWERS LTD  
 A RESEARCH | IQVIA RDS | ISRO | JMC PROJECTS INDIA LTD | KALPATARU POWER TRANS  
 ITALS | KHS LTD | KOTAK BANK | KPMG | KRA | LPHC | MAFFICK LOGISTICS | MANGLIK P  
 PVT LTD | MEDITAB SOFTWARE INDIA PVT LTD | METTLER TOLEDO | MINDQUAD SOLU  
 ELECTRIC LTD | PATIDAR TRAVELS PVT LTD | PEREGRINE GUARDING PVT LTD | PRISM LI  
 VS ENGINEERING | SABARMATI GAS | SAC | SANGHI CEMENT | SANWALIYA SETH GAR  
 TECHNOLOGIES INDIA PVT LTD | SMARTO KIDS | STANT









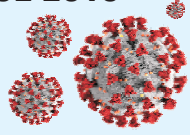
# AIRAN LIMITED

at the  
second line of  
defence

against

CORONAVIRUS DISEASE 2019

# COVID-19





# Corporate Information



## Board of Directors

### Sandeepkumar Vishwanath Agrawal

Chairman & Managing Director

### Poonam Sandeepkumar Agrawal

Executive Director

### Abhishek Sandeepkumar Agrawal

Executive Director

### Sarita Neeraj Aggarwal

Non- Executive Director

### CA Manish Chidambaram Iyer

Independent Director

### Bhoomika Aditya Gupta

Independent Director

### CA Jayesh Kanhaiyalal Jain

Independent Director

### CA Siddharth Sampatji Dugar

Independent Director

### CA Ajit Gyanchand Jain

Independent Director

## Chief Financial Officer

Krunal Ashokkumar Jethva

## Company Secretary & Compliance Officer

CS Stuti Kinariwala

## Statutory Auditors

Deora Maheshwari & Co.  
Chartered Accountants

## Secretarial Auditors

Anand Lavingia, Practicing Company Secretary

## Shares Listed with

National Stock Exchange of India Limited

## Registered Office

AIRAN LIMITED

408, Kirtiman Complex, B/h. Rembrandt Building,  
C.G. Road, Ahmedabad-380006. Gujarat, INDIA.

Contact No.: 079-26462233

E-mail : contact@airanlimited.com

## Bankers

Yes Bank Limited  
Standard Chartered Bank

## Registrar & Share Transfer Agents

Kfin Technologies Private Limited  
Karvy Selenium Tower B, Plot No.31-32,  
Gachibowli, Financial District, Nanakramaguda,  
Hyderabad-500 032, Telangana, India.

## Board Committees

### Audit Committee

CA Siddharth Sampatji Dugar	Chairman
CA Ajit Gyanchand Jain	Member
Mrs. Bhoomika Aditya Gupta	Member
Mr. Manish Chidambaram Iyer	Member

### Nomination and Remuneration Committee

Mrs. Bhoomika Aditya Gupta	Chairperson
Mrs. Sarita Neeraj Aggarwal	Member
CA Ajit Gyanchand Jain	Member
CA Siddharth Sampatji Dugar	Member

### Corporate Social Responsibility Committee

Mrs. Poonam Sandeepkumar Agrawal	Chairman
Mrs. Bhoomika Aditya Gupta	Member
Mrs. Sarita Neeraj Aggarwal	Member

### Stakeholders Relationship Committee

CA Ajit Gyanchand Jain	Chairman
Mrs. Sarita Neeraj Aggarwal	Member
Mrs. Poonam Sandeepkumar Agrawal	Member
Mrs. Bhoomika Aditya Gupta	Member



# Spectrum of Services







## Report of Board of Directors

To the Members(s)

The Board of Directors hereby submits the report of the business and operations of your Company ("the Company" or "Airan"), along with the audited financial statements, for the financial year ended March 31, 2020.

### FINANCIAL RESULTS:

Particulars	(₹ in lacs)			
	Standalone		Consolidated	
	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from operations	5666.64	4412.53	5767.95	4,852.67
Other Income	149.07	267.17	191.42	320.61
Total Income	5,815.71	4679.70	5959.37	5,173.28
Operating expenditure before Finance cost, depreciation and amortization	4583.37	3545.22	4670.77	3,972.42
Earnings before Finance cost, depreciation and amortization (EBITDA)	1232.34	1134.49	1288.6	1,198.80
Less: Finance costs	70.78	92.01	71.11	92.38
Depreciation and amortization expense	401.15	504.82	413.76	514.93
Profit before tax	760.42	537.66	803.73	583.57
Less: Tax expense	121.10	157.27	131.32	169.21
Profit for the year (PAT)	639.32	380.39	672.41	414.36

### YEAR AT A GLANCE:

#### Financial Performance on Standalone Basis:

The total income of the Company for the year ended March 31, 2020 was Rs. 5815.71 Lakh as against the total income of Rs. 4679.70 Lakh for the previous year ended March 31, 2019.

The Company has earned a Net Profit after Tax of Rs. 639.32 Lakh for the year under review as compared to Net Profit of Rs. 380.39 Lakh in the previous year.



**Financial Performance on Consolidate Basis:**

The total income of the Company for the year ended March 31, 2020 was Rs. 5959.37 Lakh as against the total income of Rs. 5173.28 Lakh for the previous year ended March 31, 2019.

The Company has earned a Net Profit after Tax of Rs. 672.41 Lakh for the year under review as compared to Net Profit of Rs. 414.36 Lakh in the previous year.

**Dividend:**

With a view to conserve the resources of company for future growth, the Board of Directors do not recommend any Dividend for the Financial Year 2019-20 (Previous Year Nil).

Pursuant to the provisions of Sections 124 and 125 of the Act, there is no amount of Dividend remaining unclaimed / unpaid for a period of 7 (seven) years and/or unclaimed Equity Shares which are required to be transferred to the Investor Education and Protection Fund (IEPF).

**Amount transferred to reserve:**

During the year, the Company has not apportioned any amount to other reserve. The profit earned during the year has been carried to the balance sheet of the Company.

**Change in Nature of Business:**

During the year, your Company has not changed its business or object and continues to be in the same line of business as per main object of the Company.

**SHARE CAPITAL:**
**Authorized Capital**

The present Authorized Capital of the Company is ₹ 2,600.00 Lakh divided into 130000000 Equity Shares of ₹ 2.00 each.

**Issued, Subscribed & Paid-up Capital**

During the year under review, the Authorised Share Capital of the Company was increased from ₹ 1,300.00 Lakh consisting of 65000000/- Equity Shares of ₹ 2/- each to ₹ 2,600.00 Lakh divided into 130000000 Equity Shares of ₹ 2.00 each, by obtaining the approval of the Shareholders through Postal Ballot. Further, the Company, up on the approval of the Members through Postal Ballot, allotted the 62510000 Bonus Equity Shares in the ratio of 1:1 on April 24, 2019.

The said Bonus Equity Shares got listed and traded on the National Stock Exchange of India Limited w.e.f. May 3, 2019.

The present Issue, Subscribed & Paid-up Capital of the Company is ₹ 2,500.40 Lakh divided into 125020000 Equity Shares of ₹ 2.00 each.

**BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**
**Constitution of Board:**

The Constitution of the Board of Directors and other disclosure related to the Board of Directors are given in the Report on Corporate Governance.

**Board Meeting:**

Regular meetings of the Board are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened, as and when require, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are generally held at corporate office of the Company.

During the year under review, Board of Directors of the Company met 9 (Nine) times, viz 24<sup>th</sup> April, 2019, 29<sup>th</sup> May, 2019, 18<sup>th</sup> July, 2019, 14<sup>th</sup> August, 2019, 14<sup>th</sup> November, 2019, 7<sup>th</sup> December, 2019, 20<sup>th</sup> December, 2019, 13<sup>th</sup> February, 2020 and 13<sup>th</sup> March, 2020.

The details of attendance of each Director at the Board Meetings and Annual General Meeting are given in the Report on Corporate Governance.

**Independent Directors**

In terms of Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations, the Company has five Non-Promoter Non-Executive Independent Directors. In the opinion of the Board of Directors, all five Independent Directors of the Company meet all the criteria mandated by Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations and they are Independent of Management.

A separate meeting of Independent Directors was held on 13th March, 2020 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board that is necessary for the board of directors to effectively and reasonably perform their duties.



The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at <https://airanlimited.in/Investors.aspx>.

The Company has received a declaration from the Independent Directors of the Company under Section 149(7) of Companies Act, 2013 and 16(1)(b) of Listing Regulations confirming that they meet criteria of Independence as per relevant provisions of Companies Act, 2013 for financial year 2019-2020. The Board of Directors of the Company has taken on record the said declarations and confirmation as submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and are independent of the Management.

None of Independent Directors have resigned during the year.

### Information on Directorate

During the year under review, the Board of Directors, in their meeting held on 14th November, 2019, appointed Mr. Abhishek Sandeepkumar Agrawal (07613943) as an Additional (Executive) Director of the Company for a period of five years w.e.f. 14th November, 2019. In terms of provision of Section 161 of the Companies Act, 2013, he holds office till the date of ensuing annual general meeting of the Company and in terms of Section 196, 197 and 198, the appointment and remuneration of Mr. Abhishek Sandeepkumar Agrawal (07613943) is required to be approved by the Members of the Company. The Nomination and Remuneration Committee and the Board of Directors of the Company recommends his appointment as Executive Director on the board of the Company for a period of five year w.e.f. 14th November, 2019 and resolution to that effect has been proposed for the approval of the members.

Further, up on the declaration received from Mr. Ajit Jain, the Board of Directors of the Company had, changed his designation from Non-Executive Director to Non-Executive Independent Director of the Company w.e.f. 7th December, 2019. Further, in terms of Section 149 of the Companies, Act, 2013, Mr. Ajit Jain is required to be appointed as Non-Executive Independent Director of the Company for a period up to 18th June, 2022 ("first term"). The Nomination and Remuneration Committee and the Board of Directors of the Company recommends his appointment as Non-Executive Independent Director on the board of the Company for a period up to 18th June, 2022 and resolution to that effect has been proposed for the approval of the members.

In accordance with the provisions of the Articles of Association and Section 152 of the Companies Act, 2013, Mr. Sandeepkumar Vishwanath Agrawal (DIN: 02566480), Chairman and Managing Director of the Company retires by rotation at the ensuing annual general meeting. He, being eligible, has offered himself for re-appointment as such and seeks re-appointment. The Board of Directors recommends her re-appointment on the Board.

The relevant details, as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standards-II issued by ICSI, of the person seeking re-appointment as Director and revision in Remuneration is annexed to the Notice convening the twenty fifth annual general meeting.

### Key Managerial Personnel:

In accordance with Section 203 of the Companies Act, 2013, the Company has Mr. Sandeepkumar Agrawal who is acting as Chairman and Managing Director of the Company, Mr. Krunal Ashokkumar Jethva who is acting as Chief Financial Officer of the Company.

During the year, Ms. Ruchika Jain who was acting as Company Secretary and Compliance officer of the Company has resigned from her post w.e.f. 20<sup>th</sup> December, 2019. Further, on recommendation of the Nomination and Remuneration Committee, The Board of Directors has appointed Ms. Stuti Kinariwala as Company Secretary and Compliance officer of the Company w.e.f. December 20, 2019.

As on the date of this report, the Company has Mr. Sandeepkumar Agrawal who is acting as Chairman and Managing Director of the Company, Mr. Krunal Ashokkumar Jethva who is acting as Chief Financial Officer of the Company and Ms. Stuti Kinariwala as Company Secretary and Compliance officer of the Company.

### Performance Evaluation

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. During the year under review, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees. The exercise was led by the Chairman of the NRC along with the Chairman of Board.

The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Evaluation of Board, Individual Directors and Committees include, inter alia, the following:



Board Evaluation	Evaluation of Individual Directors	Committee Evaluation
<ul style="list-style-type: none"> <li>Board Structure - qualifications, experience and competencies</li> <li>Board Diversity</li> <li>Meetings - regularity, frequency, agenda, discussion and recording of minutes</li> <li>Functions - strategy, governance, compliances, evaluation of risks, stakeholder value and responsibility, conflict of interest</li> <li>Independence of management from the Board, access of Board and management to each other</li> </ul>	<ul style="list-style-type: none"> <li>Professional qualifications and experience</li> <li>Knowledge, skills and competencies</li> <li>Fulfillment of functions, ability to function as a team</li> <li>Attendance</li> <li>Commitment, contribution, integrity and independence</li> <li>In addition to the above, the Chairman of the Board Meetings is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer Meetings, impartiality and ability to keep shareholders' interests in mind</li> </ul>	<ul style="list-style-type: none"> <li>Mandate and composition</li> <li>Effectiveness of the Committee</li> <li>Structure of the Committee</li> <li>Meetings - regularity, frequency, agenda, discussion and dissent, recording of minutes</li> <li>Independence of the Committee from the Board and contribution to decisions of the Board</li> </ul>

### Directors' Responsibility Statement:

Pursuant to section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- In preparation of annual accounts for the year ended March 31, 2020, the applicable accounting standards have been followed and that no material departures have been made from the same;
- 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 or loss of the Company for that year;
- The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;/
- The Directors had prepared the annual accounts for the year ended March 31, 2020 on going concern basis.
- The Directors had laid down the internal financial controls to be followed by the Company and that such Internal Financial Controls are adequate and were operating effectively; and
- 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.

### COMMITTEES OF BOARD

The Board of Directors, in line with the requirement of the act, has formed various committees, details of which are given hereunder.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee
- Corporate Social Responsibility Committee

The composition of each of the above Committees, their respective role and responsibility are detailed in the Report on Corporate Governance annexed to this Report.

#### Audit Committee

The Company has formed Audit Committee in line with the provisions Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As at March 31, 2020, the Audit Committee comprised Mr. Siddharth Dugar (Non-Executive Independent) as Chairperson and Mr. Ajit Jain (Non-Executive Independent) and Mrs. Bhoomika Gupta (Non-Executive Independent), Mr. Manish Iyer (Non-Executive Independent), as Members.

Recommendations of Audit Committee, wherever / whenever given, have been accepted by the Board of Directors.



## Vigil Mechanism

The Company has established a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethic policy. The said mechanism also provides for adequate safeguards against victimization of director(s)/Employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of such mechanism has been disclosed in the Board's Report. Further, the Policy on Vigil Mechanism is available on the website of the Company at [https://airanlimited.in/docs/whistle-blower-policy%20\(1\).pdf](https://airanlimited.in/docs/whistle-blower-policy%20(1).pdf).

## Nomination and Remuneration Policy

Nomination and Remuneration Policy in the Company is designed to create a high performance culture. It enables the Company to attract motivated and retained manpower in competitive market, and to harmonize the aspirations of human resources consistent with the goals of the Company. The Company pays remuneration by way of salary to its Executive Directors and Key Managerial Personnel. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members and are effective from April 1, of each year.

The Nomination and Remuneration Policy, as adopted by the Board of Directors, is placed on the website of the Company at <https://airanlimited.in/docs/NominationAndRemuCommittee.pdf> and is annexed to this Report as **Annexure - A**.

## Remuneration of Directors

The details of remuneration/sitting fees paid during the financial year 2019-20 to Executive Directors/Directors of the Company is provided in Form MGT-9 and Report on Corporate Governance which are the part of this report.

## INFORMATION ON SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES

In accordance with Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial statements of the subsidiary companies in Form AOC-1 is annexed to this Report as **Annexure - B**.

The statement also provides details of performance and financial position of each of the subsidiaries. Audited financial statements together with related information and other reports of each of the subsidiary companies have also been placed on the website of the Company at [www.airanlimited.in](http://www.airanlimited.in).

During the year, the Board of Directors reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of Companies Act, 2013, Consolidated Financial Statements of the Company and all its subsidiaries in accordance with the relevant accounting standards have been prepared which forms part of the Annual Report.

Further, the Company does not have any Associate Companies and Joint Ventures as on March 31, 2020.

## PUBLIC DEPOSITS

The Company has not accepted any deposits from Shareholders and Public falling within the ambit of Section 73 of the Companies Act, 2013 and rules made there under. There were no deposits, which were claimed and remained unpaid by the Company as on March 31, 2020.

## PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statement for the year ended on March 31, 2020.

## EXTRACT OF ANNUAL RETURN

As provided under section 92(3) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in Form MGT-9 is annexed to this Report as **Annexure - C**.

## TRANSACTIONS WITH RELATED PARTIES

During the year under review, transactions with related party were executed in terms of Section 188 of the Companies Act, 2013 which were in ordinary course of business and on Arms' Length Basis, details of which are as **Annexure - D**.

There was no contracts, arrangements or transactions which was executed not in ordinary course of business and/or at arm's length basis.

Further, there were no related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company.

Members may refer to the notes to the accounts for details of related party transactions entered as per Indian Accounting Standard - 24. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the SEBI LODR Regulations.



The Policy on Materiality of and dealing with Related Party Transactions as approved by the Board is uploaded on the Company's website and can be accessed at the Web-link: <https://airanlimited.in/docs/RTP.pdf>.

### INTERNAL FINANCIAL CONTROL (IFC) SYSTEMS AND THEIR ADEQUACY

Though the various risks associated with the business cannot be eliminated completely, all efforts are made to minimize the impact of such risks on the operations of the Company. Necessary internal control systems are also put in place by the Company on various activities across the board to ensure that business operations are directed towards attaining the stated organizational objectives with optimum utilization of the resources. Apart from these internal control procedures, a well-defined and established system of internal audit is in operation to independently review and strengthen these control measures, which is carried out by a reputed firm of Chartered Accountants. The audit is based on an internal audit plan, which is reviewed each year in consultation with the statutory auditor of the Company and the audit committee. The conduct of internal audit is oriented towards the review of internal controls and risks in its operations.

M/s. Deora Maheshwari & Co., Chartered Accountants (Firm Registration No. 123009W), the statutory auditors of the Company has audited the financial statements included in this annual report and has issued an report annexed as an Annexure B to the Audit Report of the Company on our internal control over financial reporting (as defined in section 143 of Companies Act, 2013).

The audit committee reviews reports submitted by the management and audit reports submitted by internal auditors and statutory auditor. Suggestions for improvement are considered and the audit committee follows up on corrective action. The audit committee also meets the statutory auditors of the Company to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the board of directors informed of its major- observations periodically. Based on its evaluation (as defined in section 177 of Companies Act 2013), our audit committee has concluded that, as of 31st March, 2020, our internal financial controls were adequate and operating effectively.

### MATERIAL CHANGES AND COMMITMENT

There are no material changes and commitments, affecting the financial position of the Company, have occurred between the ends of financial year of the Company i.e. 31st March, 2020 to the date of this Report.

### PARTICULAR OF EMPLOYEES

The ratio of the remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as **Annexure – E**.

The statement containing top ten employees in terms of remuneration drawn and 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, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to members excluding this annexure. In terms of Section 136 of the Act, the said annexure will be for inspection. Any shareholder interested in obtaining a copy of the same may write to Company Secretary.

### SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. The Company has setup an Internal Complaints Committee (ICC) for redressal of Complaints.

During the financial year 2019-2020, the Company has received Nil complaints on sexual harassment, out of which Nil complaints have been disposed off and Nil complaints remained pending as of March 31, 2020.

### RISK MANAGEMENT

Business risk evaluation and management is an ongoing process within the Company. During the year under review, the Management reviewed the risk management and minimization procedure adopted by the Company covering the business operations of the Company.

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

#### A. Conservation of energy –

- i.) **The steps taken or impact on conservation of energy:** Company ensures that the operations are conducted in the manner whereby optimum utilisation and maximum possible savings of energy is achieved.
- ii.) **The steps taken by the Company for utilizing alternate sources of energy:** No alternate source has been adopted.
- iii.) **The capital investment on energy conservation equipment:** No specific investment has been made in reduction in energy consumption.



**B. Technology absorption –**

- i.) **The effort made towards technology absorption:** Not Applicable.
- ii.) **The benefit derived like product improvement, cost reduction, product development or import substitution:** Not Applicable
- iii.) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-**
  - a. **The details of technology imported:** Nil.
  - b. **The year of import:** Not Applicable.
  - c. **Whether the technology has been fully absorbed:** Not Applicable.
  - d. **If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** Not Applicable.
- iv.) **The expenditure incurred on Research and Development:** Nil

**C. Foreign Exchange Earnings & Expenditure:**

- i.) **Details of Foreign Exchange Earnings:** Nil
- ii.) **Details of Foreign Exchange Expenditure:** Nil

**Corporate Social Responsibility**

Pursuant to Section 135 of Companies Act, 2013, the Company has constituted Corporate Social Responsibility Committee (“the CSR Committee”) with object to recommend the Board a Policy on Corporate Social Responsibility and amount to be spent towards Corporate Social Responsibility. As at March 31, 2020, the CSR Committee comprised Mrs. Poonam Agrawal (Executive Director) as Chairperson and Mrs. Bhoomika Gupta (Non-Executive Independent Director) and Sarita Aggarwal (Non-Executive Director) as Members of the Committee.

The CSR Committee is responsible for indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

During the year under review, CSR Committee met 2 (Two) times on 18th July, 2019 and 13th March, 2020 in which all members of the Committee were present. The meetings were held to review and approve the expenditure incurred by the Company towards CSR activities.

The CSR Policy may be accessed at the web link [https://airanlimited.in/docs/CSR\\_FINAL.pdf](https://airanlimited.in/docs/CSR_FINAL.pdf). The Annual Report on CSR activities in prescribed format is annexed as an **Annexure – F**.

**CORPORATE GOVERNANCE**

Your Company strives to incorporate the appropriate standards for corporate governance. As stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance and Certificate of the Practicing Company Secretary with regards to compliance with the conditions of Corporate Governance is annexed to the Board’s Report as **Annexure – G**.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of this Annual Report.

**STATUTORY AUDITOR AND THEIR REPORT**

M/s. Deora Maheshwari & Co., Chartered Accountants (Firm Registration No. 123009W) were appointed as Statutory Auditors of your Company at the twenty Second Annual General Meeting for a term of five consecutive years, subject to ratification of appointment at every subsequent annual general meeting to be held after twenty Second Annual General Meeting.

In accordance with the Companies Amendment Act, 2017, enforced on May 7, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every Annual General Meeting and hence resolution for ratification of appointment of statutory auditor is not proposed by the Board of Directors.

The Report given by the Auditors on the financial statement of the Company is part of this Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

**REPORTING OF FRAUD**

The Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.



## MAINTENANCE OF COST RECORD

Since the company is not falling under prescribed class of Companies, our Company is not required to maintain cost record.

## INDIAN ACCOUNTING STANDARDS (IND AS) - IFRS CONVERGED STANDARDS

Your Company had adopted Ind AS with effect from April 1, 2017 pursuant to Ministry of Corporate Affairs notification dated February 16, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015. Your Company has provided Ind AS Financials for the year ended March 31, 2020 along with comparable as on March 31, 2019 and Opening Statement of Assets and Liabilities as on 1st April, 2018.

## SECRETARIAL AUDITOR AND THEIR REPORT

The Company has appointed Mr. Anand Lavingia, Practicing Company Secretary, to conduct the secretarial audit of the Company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the financial year 2019-20 is annexed to this report as an **Annexure - H**.

## COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2

The applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly complied by your Company.

## GENERAL DISCLOSURE

Your Directors state that the Company has made disclosures in this report for the items prescribed in section 134 (3) of the Act and Rule 8 of The Companies (Accounts) Rules, 2014 and other applicable provisions of the act and listing regulations, to the extent the transactions took place on those items during the year. Your Directors further state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review or they are not applicable to the Company;

- (i) Details relating to deposits covered under Chapter V of the Act;
- (ii) Issue of Equity Shares with differential rights as to dividend, voting or otherwise;
- (iii) Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and ESOS;
- (iv) There is no revision in the Board Report or Financial Statement;
- (v) No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future;

## APPRECIATIONS AND ACKNOWLEDGEMENT

Your Directors wish to place on record their sincere appreciation for significant contributions made by the employees at all levels through their dedication, hard work and commitment during the year under review.

The Board places on record its appreciation for the support and co-operation your Company has been receiving from its suppliers, distributors, retailers, business partners and others associated with it as its trading partners. Your Company looks upon them as partners in its progress and has shared with them the rewards of growth. It will be your Company's endeavour to build and nurture strong links with the trade based on mutuality of benefits, respect for and co-operation with each other, consistent with consumer interests.

Your Directors also take this opportunity to thank all Shareholders, Clients, Vendors, Banks, Government and Regulatory Authorities and Stock Exchanges, for their continued support.

### Registered office:

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors  
**Airan Limited**

CIN: L74140GJ1995PLC025519

**Date :** August 14, 2020

**Place :** Ahmedabad

**Poonam Sandeepkumar Agrawal**

Executive Director

DIN 01712128

**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480



## Annexure A

### NOMINATION AND REMUNERATION POLICY

#### PREFACE

This Nomination, Remuneration & Performance Evaluation Policy has been formulated in terms of provisions of Section 178 of the Companies Act, 2013 and as per Regulation 19 in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees and on performance evaluation of each Director, the Board and its Committees has formulated/amended by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

#### DEFINITIONS

1. "Act" means Companies Act, 2013
2. "Company" means Airan Limited or "AIRAN"
3. "Nomination and Remuneration Committee" means the Committee of the Board constituted by the Board of Directors of "AIRAN" in accordance with provisions of Section 178 of the Companies Act 2013 and rules made thereon read with regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Board means Board of Directors of Airan Limited
5. Directors means Directors of "AIRAN"
6. Key Managerial Personnel (KMP) means
  - Managing Director, or Executive Director,
  - Chief Executive Officer or
  - Manager and in their absence, a Whole-time Director;
  - Chief Financial Officer;
  - Company Secretary; and
  - Such other officer as may be prescribed.
7. "Senior Managerial Personnel" mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.
8. "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;
9. Independent Directors : Independent Director means a director referred to in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### OBJECTIVE

- To establish a framework for the remuneration of directors, key managerial personnel and other employees.
- To lay down criteria for identifying persons who are qualified to become directors and who may be appointed as KMP and senior management in accordance with the criteria laid down and recommending to the Board their appointment and removal.
- To determine criteria for evaluation by Board of its own performance and that of its committees and individual directors.
- To attract, retain and motivate the Directors, KMPs and Senior Management Personnel.

#### CONSTITUTION

The Board has constituted the "Nomination and Remuneration Committee" with the requirements under the Companies Act, 2013 ("Act") and SEBI LODR as:

Name	Designation	Category
Mrs. Bhoomika Aditya Gupta	Chairperson	Non-Executive Independent Director
Mrs. Sarita Neeraj Aggarwal	Member	Non-Executive Director
CA Ajit Gyanchand Jain	Member	Non-Executive Independent Director
CA Siddharth Sampatji Dugar	Member	Non-Executive Independent Director



The board has authority to reconstitute this Committee from time to time.

### **ROLE OF THE COMMITTEE**

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- To formulate criteria for evaluation of Independent Directors and the Board.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this Policy.
- Lay down the evaluation criteria for performance evaluation of Independent Director and the Board;
- Recommend to the Board, appointment, remuneration and removal of Director, KMP and Senior Management;
- To devise a Policy on Board diversity.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Whether to extend or continue the term of appointment
- The Committee shall, while formulating the policy under Section 178(3) ensure that-
  - (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
  - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and /or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

### **APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- Appointment of Directors, KMP's and Senior Management Personnel are subject to compliance of provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended from time to time
- The Company shall not appoint or continue the employment of any person as Managing Director or Executive Director or whole time director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

### **TERM/TENURE**

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.



At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

#### EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

#### REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, rules and regulations.

#### RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

#### REMUNERATION

##### 1) Remuneration to Managing Director / Whole-time Directors:

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and with the approval of members as and when required.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors
- c) The Executive Directors shall be eligible for monthly remuneration as may be approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

##### 2) Remuneration to Non- Executive / Independent Directors:

- a) The Non- Executive / Independent Director may receive sitting fees for attending meetings of Board or Committee thereof as may be approved by the board.  
Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
- b) Remuneration /Commission, if applicable, may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.
- c) An Independent Director shall not be entitled to any stock option of the Company
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause mentioned above.

##### 3) Remuneration to Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive if any, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Committee shall also determine Employee Stock Option/ Purchase Schemes and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

#### FRAMEWORK FOR SEPARATE MEETING OF INDEPENDENT DIRECTORS

- As required by the provisions of Schedule IV to the Act, the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-independent Directors and members of the management.



- The meeting shall:
  - (i) Review the performance of Non-independent Directors and the Board as a whole;
  - (ii) Review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors;
  - (iii) Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

This meeting could be held prior or after the Board Meeting. The Independent Directors are free to call such meeting at any point of time, as desired.

#### **REVIEW/ AMENDMENTS**

Subject to the approval of Board of Directors, the “Nomination and Remuneration Committee” reserves its right to review and amend this Policy or replace the Policy entirely with a new Policy, if required, to ascertain its appropriateness as per the needs of the Company. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force. All such amendments/ modifications shall take effect from the date stated therein.

#### **MINUTES OF COMMITTEE MEETINGS**

Proceedings of all meetings must be minute and signed by the Chairperson / Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting. The Company reserves the right to modify the aforesaid Policy as and when required to adopt the best practices in the Industry and to comply with the requirements of the applicable legislations.

#### **DISCLOSURE**

In accordance with the requirement under the Companies Act, 2013, Rules made thereunder and SEBI (LODR) Regulations, 2015, disclosures will be made in the Board Report regarding the manner in which the performance evaluation has been done by the Board of Directors of its own performance, performance of various Committees of Directors and individual Directors.

This Policy shall be hosted on the website of the Company.



## Annexure – B

## 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

Sl. No.	1	2	3	4	5	6
Name of the subsidiary	Airan BPO Pvt. Ltd.	Cqub Infosystems Pvt. Ltd.	Airan Global Pvt. Ltd.	Airan Australia Pty. Ltd.	Airan Singapore Pvt. Ltd.	Airan UK Ltd.
The date since when subsidiary was acquired	03-01-2019	29-03-2018	24-04-2017	26-02-2019	05-07-2017	17-10-2018
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01-04-2019 to 31-03-2020	01-04-2019 to 31-03-2020	01-04-2019 to 31-03-2020	01-04-2019 to 31-03-2020	01-04-2019 to 31-03-2020	01-04-2019 to 31-03-2020
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Rupees	Rupees	Rupees	Rupees Exchange Rate: 1 AUD = 46.11 INR	Rupees Exchange Rate: 1 SGD = 52.98 INR	Rupees Exchange Rate: 1 EURO = 93.46 INR
Share Capital	2.00	1.00	220.00	0.05	5.30	0.09
Reserves and surplus	0.16	121.13	(4.99)	0.93	5.93	-
Total assets	2.24	465.14	234.96	17.90	13.70	0.09
Total Liabilities	0.08	343.01	19.94	3.96	2.54	-
Investments	-	23.40	-	-	-	-
Turnover	0.46	25.03	62.43	37.30	10.54	-
Profit before taxation	0.01	38.29	1.52	34.77	2.76	-
Provision for taxation	0.00	9.50	0.25	0.38	0.09	-
Profit after taxation	0.01	28.79	1.27	34.39	2.67	-
Proposed Dividend	-	-	-	-	-	-
Extent of shareholding (in percentage)	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%



## ANNEXURE-C

## FORM NO. MGT.9

**EXTRACT OF ANNUAL RETURN**  
 as on the financial year ended on March 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :	
1) CIN	L74140GJ1995PLC025519
ii) Registration Date	April 19, 1995
iii) Name of the Company	AIRAN LIMITED
iv) Category / Sub-Category of Company	Public Company limited by Shares / Indian Non government company
v) Address of the Registered Office and contact details:	408, Kirtiman Complex , B/h. Rembrandt Building, C.G. Road, Ahmedabad-380006.  Web.: www.airanlimited.in Email id: shares@airanlimited.in Ph. No: 079-26462233
iv) Whether listed company	YES
vii) Name, Address and Contact details of Registrar and Transfer Agent	Kfin Technologies Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032. Tel.No.: +91-22-2265 5565

## I. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY:

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

No.	Name and Description of main product / service	NIC Code of the Product / Service	% to total turnover of the company
1.	Support Services to Organizations	82990	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

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

No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1.	Airan BPO Private Limited	U74910GJ2012PTC072662	Subsidiary	100.00%	2(87)(ii)
2.	CQUB Infosystems Private Limited	U72900GJ2012PTC070717	Subsidiary	100.00%	2(87)(ii)
3.	Airan Global Private Limited	U74999GJ2017PTC097042	Subsidiary	100.00%	2(87)(ii)
4.	Airan Australia Pty Limited	ACN631878807	Subsidiary	100.00%	2(87)(ii)
5.	Airan UK Limited	11628034	Subsidiary	100.00%	2(87)(ii)
6.	Airan Singapore Private Limited	201718562H	Subsidiary	100.00%	2(87)(ii)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change
	Demat	Physical	Total	%	Demat	Physical	Total	%	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	25005000	-	25005000	40.01	49996213	-	49996213	39.99	(0.02)
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	21000000	-	21000000	33.59	42000000	-	42000000	33.59	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(1):</b>	<b>46005000</b>	<b>-</b>	<b>46005000</b>	<b>73.60</b>	<b>91996213</b>	<b>-</b>	<b>919962213</b>	<b>73.58</b>	<b>(0.02)</b>
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A)(2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>46005000</b>	<b>-</b>	<b>46005000</b>	<b>73.60</b>	<b>91996213</b>	<b>-</b>	<b>919962213</b>	<b>73.58</b>	<b>(0.02)</b>
<b>B. Public Share Holding</b>									
(1) Institutions									
a) Mutual Funds/UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Company	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B)(1):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2) Non-Institution									
a) Bodies Corporate									
i. Indian	4,389,975	-	4,389,975	7.02	8136583	-	8136583	6.51	(0.51)
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs. 2 lakh	5733705	-	5733705	9.17	9983011	-	9983011	7.99	(1.18)
ii. Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh	6301320	-	6301320	10.08	14860322	-	14860322	11.89	1.81
c) Others (specify)									
NRI (Reparable/Non Reparable basis)	2500	-	2500	0.00	5600	-	5600	0.00	
Clearing Members	77500	-	77500	0.12	38271	-	38271	0.03	(0.09)
<b>Sub-Total (B)(2):</b>	<b>16,505,000</b>	<b>-</b>	<b>16,505,000</b>	<b>26.40</b>	<b>33023787</b>	<b>-</b>	<b>33023787</b>	<b>26.42</b>	<b>0.02</b>
<b>Total Public Shareholding(B)=(B)(1)+(B)(2)</b>	<b>16,505,000</b>	<b>-</b>	<b>16,505,000</b>	<b>26.40</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>26.42</b>	<b>0.02</b>
<b>C. Shares held by Custodian</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Grand Total (A+B+C)</b>	<b>62,510,000</b>	<b>-</b>	<b>62,510,000</b>	<b>100</b>	<b>125020000</b>	<b>-</b>	<b>125020000</b>	<b>100</b>	



## (ii) Shareholding of Promoters

Name	Shareholding at the beginning of the year		Date	Increase / Decrease in Share Holding	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year		% Change in Share Holding during the Year						
	No. of Shares	% of Total Shares				No. of Shares	% of Total Shares	No. of Shares	% of Total Shares							
Airan Network Private Limited	21000000	33.59	30/03/19	21000000	Bonus Allotment	21000000	33.59	42000000	33.59	-						
			24/04/19								42000000	33.59				
			31/03/20										42000000	33.59	42000000	33.59
Sandeepkumar Vishwanath Agrawal (HUF)	8350000	13.36	30/03/19	8350000	Bonus Allotment	8350000	13.36	16700000	13.36	-						
			24/04/19								16700000	13.36				
			31/03/20										16700000	13.36	16700000	13.36
Sandeepkumar Vishwanath Agrawal	7910000	12.65	30/03/19	7910000	Bonus Allotment	7910000	12.65	15820000	12.65	-						
			24/04/19								15820000	12.65				
			31/03/20										15820000	12.65	15820000	12.65
Poonam Sandeepkumar Agrawal	6200000	9.92	30/03/19	6200000	Bonus Allotment	6200000	9.92	12400000	9.92	-						
			24/04/19								12400000	9.92				
			31/03/20										12400000	9.92	12400000	9.92
Abhishek Sandeepkumar Agrawal	2410000	3.86	30/03/19	2410000	Bonus Allotment	2410000	3.86	4820000	3.86	-						
			24/04/19								4820000	3.86				
			31/03/20										4820000	3.86	4820000	3.86
Vandana Sudeepkumar Agrawal	50000	0.08	30/03/19	50000	Bonus Allotment	50000	0.08	100000	0.08	-						
			24/04/19								100000	0.08				
			31/03/20										100000	0.08	100000	0.08
Bhagwatidevi Vishwanath Agrawal	30000	0.05	30/03/19	30000	Bonus Allotment	30000	0.05	60000	0.05	-						
			24/04/19								60000	0.05				
			31/03/20										60000	0.05	60000	0.05
Sudeepkumar Vishwanath Agrawal	30000	0.05	30/03/19	30000	Bonus Allotment	30000	0.05	60000	0.05	-						
			24/04/19								60000	0.05				
			23/08/19										-3237	Transfer	56763	0.05
			30/08/19										-1286	Transfer	55477	0.04
			06/09/19										-1	Transfer	55476	0.04
			31/03/20										55476	0.04	55476	0.04
Sudeepkumar Vishwanath Agrawal (HUF)	25000	0.04	30/03/19	25000	Bonus Allotment	25000	0.04	50000	0.04	-						
			24/04/19								50000	0.04				
			23/08/19										-8600	Transfer	41400	0.03
			30/08/19										-663	Transfer	40737	0.03
			31/03/20										40737	0.03	40737	0.03

All increase/decrease in Shareholding of Promoter & Promoter's Group are taken on the basis of disclosure submitted by respective person belonging to Promoter & Promoter's Group under SAST/PIT Regulations and Contract Notes for the transactions executed by them.

**Notes:**

No Equity Shares have been pledged or encumbered by any of the Shareholders belonging to Promoter of Promotes' Group.

## (iii) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase / Decrease in Share Holding	Reason	Cumulative Shareholding during the year	
		No. of Shares	% of Total Shares				No. of Shares	% of Total Shares
1	NITIN PARIKH BROKERAGE SERVICES LTD. Opening Balance	2297500	3.68	30/03/19			2297500	3.68
				03/05/19	2297500	Transfer	4595000	3.68
				05/07/19	917500	Transfer	5512500	4.41
				05/07/19	-3215000	Transfer	2297500	1.84
				09/08/19	2297500	Transfer	4595000	3.68
				09/08/19	-2297500	Transfer	2297500	1.84
				15/11/19	2270040	Transfer	4567540	3.65
				22/11/19	-5030	Transfer	4562510	3.65
				29/11/19	5156	Transfer	4567666	3.65
				06/12/19	27422	Transfer	4595088	3.68
				13/12/19	-88	Transfer	4595000	3.68
				07/02/20	-3663	Transfer	4591337	3.67
				20/03/20	3663	Transfer	4595000	3.68
	Closing Balance			31/03/20			4595000	3.68
2	KIFS TRADE CAPITAL PRIVATE LIMITED Opening Balance	0	0.00	30/03/19			0	0.00
				18/10/19	1264138	Transfer	1264138	1.01
				22/11/19	-40	Transfer	1264098	1.01
				29/11/19	-10000	Transfer	1254098	1.00
				13/12/19	-15000	Transfer	1239098	0.99
				20/12/19	-28000	Transfer	1211098	0.97
					Closing Balance			31/03/20
3	KHANDWALA ENTERPRISES PVT. LTD. Opening Balance	750000	1.20	30/03/19			750000	1.20
				03/05/19	750000	Transfer	1500000	1.20
				24/05/19	-1500000	Transfer	0	0.00
				29/06/19	1500000	Transfer	1500000	1.20
				23/08/19	-1500000	Transfer	0	0.00
					Closing Balance			31/03/20
4	KUNVARJI FINSTOCK PRIVATE LIMITED Opening Balance	675000	1.08	30/03/19			675000	1.08
				03/05/19	675000	Transfer	1350000	1.08
				02/08/19	-11000	Transfer	1339000	1.07
				23/08/19	-150000	Transfer	1189000	0.95
				18/10/19	1189000	Transfer	2378000	1.90
				18/10/19	-1189000	Transfer	1189000	0.95
					Closing Balance			31/03/20
5	RICHA PRAVINKUMAR DEORA Opening Balance	452500	0.72	30/03/19			452500	0.72
				03/05/19	452500	Transfer	905000	0.72
					Closing Balance			31/03/20
6	SHALINI DIPAK GARG Opening Balance	372500	0.60	30/03/19			372500	0.60
				03/05/19	372500	Transfer	745000	0.60
				10/05/19	17500	Transfer	762500	0.61
				04/10/19	10	Transfer	762510	0.61
					Closing Balance			31/03/20
7	HARIRAM BANWARILAL Opening Balance	345000	0.55	30/03/19			345000	0.55
				03/05/19	345000	Transfer	690000	0.55
				24/05/19	-50000	Transfer	640000	0.51
					Closing Balance			31/03/20



8	HEM ALMAL								
	Opening Balance	305000	0.49	30/03/19				305000	0.49
	Closing Balance			03/05/19	305000	Transfer		610000	0.49
				31/03/20				610000	0.49
9	APEKSHA ANILKUMAR ALMAL								
	Opening Balance	290000	0.46	30/03/19				290000	0.46
	Closing Balance			03/05/19	290000	Transfer		580000	0.46
				31/03/20				580000	0.46
10	ARVINDKUMAR BABULAL								
	Opening Balance	275000	0.44	30/03/19				275000	0.44
	Closing Balance			03/05/19	275000	Transfer		550000	0.44
				31/03/20				550000	0.44
11	DINESH ALMAL								
	Opening Balance	275000	0.44	30/03/19				275000	0.44
	Closing Balance			03/05/19	275000	Transfer		550000	0.44
				31/03/20				550000	0.44

\* The trading in the shares of the Company took place almost on daily basis, therefore the date wise increase/ decrease in Shareholding of top ten Shareholders are taken on the basis of weekly Benpos.

(iv) Shareholding of Directors and Key Managerial Personnel:

Name	Shareholding at the beginning of the year		Date	Increase / Decrease in Share Holding	Reason	Cumulative Shareholding during the year		Shareholding at the end of the year	
	No. of Shares	% of Total Shares				No. of Shares	% of Total Shares	No. of Shares	% of Total Shares
Sandeepkumar Vishwanath Agrawal	7910000	12.65	24-04-19	7910000	Bonus Allotment	15820000	12.65	15820000	12.65
Poonam Sandeepkumar Agrawal	620000	4.96	24-04-19	620000	Bonus Allotment	12400000	9.92	12400000	9.92
Abhishek Sandeepkumar Agrawal^	2410000	3.86	24-04-19	2410000	Bonus Allotment	4820000	3.86	4820000	3.86
Bhoomika Gupta	12500	0.02	24-04-19	12500	Bonus Allotment	25000	0.02	25000	0.02
Manish Chidamabaram Iyer	-	-	-	-	-	-	-	-	-
Sarita Neeraj Agrawal	-	-	-	-	-	-	-	-	-
Siddharth Sampatji Dugar	-	-	-	-	-	-	-	-	-
Ajit Gyanchand Jain	-	-	-	-	-	-	-	-	-
Jayesh Jain	-	-	-	-	-	-	-	-	-
Anshu Agrawal	-	-	-	-	-	-	-	-	-
Krunal Jethva	-	-	-	-	-	-	-	-	-
Ruchika Jain~	-	-	-	-	-	-	-	-	-
Stuti Kinariwala!	-	-	-	-	-	-	-	-	-

^ appointed w.e.f. 14<sup>th</sup> November, 2019

~ resigned w.e.f. 20<sup>th</sup> December, 2019

! appointed w.e.f. 20<sup>th</sup> December, 2019

**Notes:**

- % have been calculated based on the outstanding Paid-up Capital as on respective dates.
- The trading in the shares of the Company took place almost on daily basis, therefore the date wise increase/ decrease in Shareholding of top ten Shareholders are taken on the basis of weekly Benpose / record of the Company.

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(₹ in Lakh)				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
A. Indebtedness at the beginning of the financial year				
i) Principal Amount	682.60	-	-	682.60
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total A (i+ii+iii)</b>	<b>682.60</b>			<b>682.60</b>
B. Change in Indebtedness during the financial year				
Additions	114.42	-	-	114.42
Reduction	(32.95)	-	-	(32.95)
<b>Net Change B</b>	<b>81.47</b>	<b>-</b>	<b>-</b>	<b>81.47</b>
C. Indebtedness at the end of the financial year				
i) Principal Amount	764.07	-	-	764.07
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total C (i+ii+iii)</b>	<b>764.07</b>	<b>-</b>	<b>-</b>	<b>764.07</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(₹ in Lakh)					
Sr. No.	Particulars of Remuneration	MD / WTD / MANAGER			Total Amt.
		MD	Executive Director	Executive Director	
		Sandeepkumar Vishwanath Agrawal	Poonam Sandeepkumar Agrawal	Abhishek Sandeepkumar Agrawal	
1.	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	23.93	23.93	4.60	52.46
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
(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)	23.93	23.93	4.60	52.46
	Ceiling as per the Act (In terms of Section 197)				80.64



## B. Remuneration to other directors:

							(₹ in Lakh)
Sr. No.	Particulars of Remuneration	Name of Directors					Total Amount
a)	Independent Directors	Bhoomika Aditya Gupta	Ajit Gyanchand Jain	Siddharth Sampatji Dugar	Jayesh Jain	Manish C Iyer	
(i)	Fees for attending board/committee meeting	0.50	0.46	0.35	0.12	0.22	1.65
(ii)	Commission	-	-	-	-	-	-
(iii)	Other, specify	-	-	-	-	-	-
	<b>Total (a)</b>	<b>0.50</b>	<b>0.46</b>	<b>0.35</b>	<b>0.12</b>	<b>0.22</b>	<b>1.65</b>
b)	Other Non-Executive Directors / Independent Directors	Sarita Neeraj Aggarwal					
(i)	Fees for attending board/ committee meeting	0.34	-	-	-	-	0.34
(ii)	Commission	-	-	-	-	-	-
(iii)	Other, specify	-	-	-	-	-	-
	<b>Total (b)</b>	<b>0.34</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.34</b>
	<b>Total (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1.99</b>
	<b>Ceiling as per the Act</b>	<b>(In terms of Section 197)</b>				<b>-</b>	<b>88.70</b>

## C. Remuneration to Key Managerial Personnel

		(₹ in Lakh)			
Sl. No.	Particulars of Remuneration	Key Managerial Personnel			TOTAL
		Krunal Jethva CFO	*Ruchika Jain Company Secretary	~Stuti Kinariwala Company Secretary	
1.	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income Tax. 1961	7.21	2.07	1.18	10.46
(b)	Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-	-
(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	-	-	-	-
	<b>Total</b>	<b>7.21</b>	<b>2.07</b>	<b>1.18</b>	<b>10.46</b>

\* resigned w.e.f. 20<sup>th</sup> December, 2019~ appointed w.e.f. 20<sup>th</sup> December, 2019

## 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)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors  
**Airan Limited**  
CIN: L74140GJ1995PLC025519

**Date :** August 14, 2020  
**Place :** Ahmedabad

**Poonam Sandeepkumar Agrawal**  
Executive Director  
DIN 01712128

**Sandeepkumar Vishwanath Agrawal**  
Chairman and Managing Director  
DIN 02566480



**Annexure – D****Form 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 arrangement or transactions not at arm's length basis:**

Name(s) of the related party and nature of relationship:	Not Applicable
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:	
Justification for entering into such contracts or arrangements or transactions:	
Date(s) of approval by the Board, if any:	
Amount paid as advances, if any:	
Date on which the special resolution was passed in general meeting as required under first proviso to Section 188:	

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

Name(s) of the related party and nature of relationship:	Abhilasha Sandeepkumar Agrawal	Juli Krunal Jethva	Abhishek Sandeepkumar Agrawal
	Daughter of Sandeepkumar Vishwanath Agrawal, Chairman and Managing Director & Poonam Sandeepkumar Agrawal, Executive Director	Wife of Mr. Krunal Jethva, Chief Financial Officer	Son of Mr. Sandeepkumar Vishwanath Agrawal and Mrs. Poonam Sandeepkumar Agrawal
Nature of contracts/arrangements/ transactions	Remuneration payable to related party under place of profit in the Company.	Remuneration payable to related party under place of profit in the Company.	Remuneration payable to related party under place of profit in the Company.
Duration of the contracts / arrangements/ transactions	Term of Employment is Permanent	Term of Employment is Permanent	1st October 2019 to 13th November 2019.
Salient terms of the contracts or arrangements or transactions including the value, if any:	Appointed as Manager, Finance and Accounts of the Company at a monthly remuneration of ₹ 0.70 lakh per month appointed w.e.f. December 1, 2017. Other terms: As per HR Policy applicable to all employees in general. During the year total salary paid was ₹ 8.4 lakhs.	Appointed as Assistant Manager, Finance and Accounts of the Company at a monthly remuneration of ₹ 0.41 lakh per month appointed w.e.f. April 1, 2010. Other terms: As per HR Policy applicable to all employees in general. During the year total salary paid was ₹ 4.92 lakhs.	Appointed as an Executive Director of the Company at a monthly remuneration of 1.75 lakh per month appointed w.e.f. November 14, 2019. Other terms: As per HR Policy applicable to all employees in general. Total salary paid was ₹ 3.60 lakhs.
Date(s) of approval by the Board, if any:	April 24, 2019	April 24, 2019	November 14, 2019
Amount paid as advances, if any:	Nil	Nil	NIL

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors

**Airan Limited**

CIN: L74140GJ1995PLC025519

Date : August 14, 2020

Place : Ahmedabad

**Poonam Sandeepkumar Agrawal**

Executive Director

DIN 01712128

**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480

## Annexure – E

## PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rules made there under.

A. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- a) The ratio of remuneration of each director to the median remuneration of employees for the financial year and the Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Sr. No.	Name	Designation	Nature of Payment	Ratio Against Median Employee's Remuneration	Percentage Increase
1.	Sandeepkumar Vishwanath Agrawal	Chairman & Managing Director	Remuneration	5.44:1	47.56%
2.	Poonam Sandeepkumar Agrawal	Executive Director	Remuneration	5.44:1	47.56%
3.	Abhishek Sandeepkumar Agrawal	Executive Director	Remuneration	1.39:1	Not Applicable
4.	Sarita Neeraj Aggarwal	Non-Executive Director	Sitting Fees	0.08:1	Not Applicable
5.	Ajit Gyanchand Jain	Non-Executive Independent Director	Sitting Fees	0.10:1	Not Applicable
6.	Bhoomika Aditya Gupta	Non-Executive Independent Director	Sitting Fees	0.11:1	Not Applicable
7.	Jayesh Kanhaiyalal Jain	Non-Executive Independent Director	Sitting Fees	0.03:1	Not Applicable
8.	Siddharth Sampatji Dugar	Non-Executive Independent Director	Sitting Fees	0.08:1	Not Applicable
9.	Manish Chidambaram Iyer	Non-Executive Independent Director	Sitting Fees	0.05:1	Not Applicable
10.	*Ruchika Jain	Company Secretary	Remuneration	0.47:1	Not Applicable
11.	~Stuti Kinariwala	Company Secretary	Remuneration	0.27:1	Not Applicable
12.	Krunal Jethva	Chief Financial Officer	Remuneration	1.64:1	10.50%

~ w.e.f. December 20, 2019 \* w.e.f December 20, 2019

- b) **The percentage increase in the median remuneration of employees in the financial year:**

The median remuneration of the employees in current financial year was increase by 21.05% over the previous financial year.

- c) **The number of permanent employees on the rolls of the Company:** 1302 Employees as on March 31, 2020.

- d) **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:**

The Average 13.15% increase was made in salary of employees whereas remuneration of Executive Directors was increased by 47.56%. Further, there were no exceptional circumstances in which the salary executive Directors was increased. It was as per the approval of the shareholders of the Company.

The Board of Directors of the Company affirmed that remuneration of all the Key Managerial Personnel and Directors of the Company are as per the Remuneration Policy of the Company.

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors

**Airan Limited**

CIN: L74140GJ1995PLC025519

Date : August 14, 2020

Place : Ahmedabad

**Poonam Sandeepkumar Agrawal**

Executive Director

DIN 01712128

**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480



**Annexure – F****REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's philosophy on Corporate Governance is to observe highest level of ethics in all its dealings, to ensure the efficient conduct of the affairs of the Company to achieve its goal of maximizing value for all its stakeholders. The Company is in compliance with the requirements stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Listing Agreement entered with the National Stock Exchange of India Limited with regard to Corporate Governance. Company has guiding principles laid out through its Code of business conduct, duly adopted by directors and senior management personnel which have been posted on website of Company ([www.airanlimited.com](http://www.airanlimited.com)).

**BOARD OF DIRECTORS**

The "Board", being the trustee of the Company, responsible for the establishment of cultural, ethical and accountable growth of the Company, is constituted with a high level of integrated, knowledgeable and committed professionals. The Board provides strategic guidance and independent views to the Company's senior management while discharging its fiduciary responsibilities.

**Constitution of Board**

The Company has a balanced board with optimum combination of Executive and Non-Executive Directors, including independent Directors, which plays a crucial role in Board processes and provides independent judgment on issues of strategy and performance. As on 31st March, 2020, board comprises of 9 (Nine) Directors out of which 3 (Three) Directors are Executive Directors, 1 (One) Director is Non-Executive Director and remaining 5 (Five) are Non-Executive Independent Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time. The maximum tenure of the Independent Directors is in compliance with the Companies Act, 2013. All Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations as amended from time to time and Section 149 of the Companies Act, 2013. The present strength of the Board reflects judicious mix of professionalism, competence and sound knowledge which enables the Board to provide effective leadership to the Company.

None of the Directors is a Director in more than ten Public Limited Companies. Further, none of the Directors on the Company's Board is a Member of more than ten Committees and Chairman of more than five Committees (Committees being, Audit Committee and Stakeholders' Relationship Committee) across all the companies in which he/she is a Director. All the Directors have made necessary disclosures regarding Committee positions held by them in other companies and do not hold the office of Director in more than ten public companies as on 31st March, 2020. None of the Director of the Company is serving as a Whole-Time Director in any Listed Company and is holding position of Independent Director in more than three Listed Company and none of the Director of the Company is holding position as Independent Director in more than seven Listed Company. None of the Directors is Director in more than seven listed companies.

The composition of the Board is in conformity with the Regulation 17 of the SEBI Listing Regulations.

As at 31<sup>st</sup> March, 2020, the Board comprised following Directors;

Name of Director	Category Cum Designation	Date of Appointment at current Term	Total Directorship in other Companies	Directorship in other Listed Companies excluding our Company	No. of Committee <sup>^</sup>		No. of Shares held as on March 31, 2020	Inter-se Relation between Directors
					in which Director is Members	in which Director is Chairman		
Mr. Sandeepkumar Agrawal	Promoter Chairman and Managing Director	January 5, 2017	5	-	-	-	15820000 Equity Shares	Spouse of Mrs. Poonam Agrawal, Father of Mr. Abhishek Agrawal and Brother - in - law of Mrs. Sarita Aggarwal
Mrs. Poonam Agrawal	Promoter Executive Director	January 5, 2017	4	-	1	-	12400000 Equity	Spouse of Mr. Sandeepkumar Agrawal Mother of Mr. Abhishek Agrawal and Sister of Mrs. Aggarwal
Mr. Abhishek Agrawal	Promoter Executive Director	November 14, 2019	1	-	-	-	4820000 Equity	Son of Mrs. Poonam Agrawal & Mr. Sandeep kumar Agrawal & Nephew of Mrs. Sarita Aggarwal
Mrs. Sarita Aggarwal	Non-Executive Director	January 6, 2017	-	-	1	-	-	Sister of Mrs. Poonam Agrawal Aunt of Mr. Abhishek Agrawal & Sisiter-in-law of Sandeepkumar Agrawal
Mr. Ajit Jain	Non-Executive Independent Director	December 7, 2019	-	-	2	1	-	No Relation
Mrs. Bhoomika Gupta	Non-Executive Independent Director	January 6 2017	-	-	2	-	25000 Equity Shares	No Relation
Mr. Siddharth Dugar	Non-Executive Independent Director	January 19, 2017	4	-	1	1	-	No Relation
Mr. Jayesh Jain	Non-Executive Independent Director	February 15, 2018	1	-	-	-	-	No Relation
Mr. Manish Iyer	Non-Executive Independent Director	August 30, 2018	1	-	1	-	-	No Relation

<sup>^</sup> Committee includes Audit Committee and Shareholders' Grievances Committee across all Public Companies including our Company.

~ excluding Section 8 Company, Struck off Company, Amalgamated Company and LLPs.

None of the Directors of the Company is disqualified for being appointed as Director as specified in Section 164 (2) of the Companies Act, 2013. A Certificate from Mr. Anand Lavingia, Practicing Company Secretary, Ahmedabad as stipulated under Regulation 34 read with Schedule V of the SEBI LODR Regulations, is attached as an **Annexure - G1** to this Report.

### Board Meeting

Regular meetings of the Board are held at least once in a quarter, inter-alia, to review the quarterly results of the Company. Additional Board meetings are convened, as and when required, to discuss and decide on various business policies, strategies and other businesses. The Board meetings are generally held at registered office of the Company.



During the year under review, Board of Directors of the Company met 9 (Nine) times, viz 24th April, 2019, 29th May, 2019, 18th July, 2019, 14th August, 2019, 14th November, 2019, 7th December, 2019, 20th December, 2019, 13th February, 2020 and 13th March, 2020.

The details of attendance of each Director at the Board Meeting and Annual General Meeting are given below;

Sr. No.	Name of Director	No. of Board Meeting held	No. of Board Meeting eligible to attend	No. of Board Meeting attended	Presence at the previous AGM
1	Sandeepkumar Agrawal	9	9	8	Yes
2	Poonam Agrawal	9	9	9	Yes
3	Sarita Aggarwal	9	9	8	Yes
4	Ajit Jain	9	9	8	Yes
5	Bhoomika Gupta	9	9	9	Yes
6	Siddharth Dugar	9	9	8	Yes
7	Jayesh Jain	9	9	6	Yes
8	Manish Iyer	9	9	6	Yes
9	Abhishek Agrawal	9	4	4	Not Applicable

During the year, the Board of Directors accepted all recommendations of the Committees of the Board, which were statutory in nature and required to be recommended by the Committee and approved by the Board of Directors. Hence, the Company is in compliance of condition of clause 10(j) of schedule V of the SEBI Listing Regulations.

#### Independent Directors

In terms of Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations, the Company has five Non-Promoter Non-Executive Independent Directors. In the opinion of the Board of Directors, all five Independent Directors of the Company meet all the criteria mandated by Section 149 of the Companies Act, 2013 and rules made there under and Listing Regulations and they are Independent of Management.

A separate meeting of Independent Directors was held on 13th March, 2020 to review the performance of Non-Independent Directors and Board as whole and performance of Chairperson of the Company including assessment of quality, quantity and timeliness of flow of information between Company management and Board that is necessary for the board of directors to effectively and reasonably perform their duties.

The terms and conditions of appointment of Independent Directors and Code for Independent Director are incorporated on the website of the Company at <https://airanlimited.in/Investors.aspx>.

The Company has received a declaration from the Independent Directors of the Company under Section 149(7) of Companies Act, 2013 and 16(1)(b) of Listing Regulations confirming that they meet criteria of Independence as per relevant provisions of Companies Act, 2013 for financial year 2019-2020. The Board of Directors of the Company has taken on record the said declarations and confirmation as submitted by the Independent Directors after undertaking due assessment of the veracity of the same. In the opinion of the Board, they fulfill the conditions for re-appointment as Independent Directors and are independent of the Management.

None of Independent Directors have resigned during the year.

#### Code of conduct for the Board of Directors and senior management personnel:

In terms of Regulation 17(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has adopted the Code of Conduct for the Board of Directors and Senior Management Personnel of the Company. The compliance of the said code has been affirmed by them annually. The Code of Conduct also includes the duties of Independent Directors. A copy of the Code has been put up on the Company's website and same may be accessed at <https://airanlimited.in/docs/CodeOfConduct.pdf>.

A declaration signed by the Chairman and Managing Director of the Company is attached with this report.

#### Familiarization Programmes for Board Members

The Company has formulated a policy to familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The details of such familiarization programmes are disclosed on the website of the Company and the web link for the same is <https://airanlimited.in/docs/FamiliarisationProgram.pdf>.

**Skills/expertise/ competencies of Board of Directors:**

The Board of the Company comprises eminent personalities and leaders in their respective fields. These members bring in the required skills, competence and expertise to the Board. These Directors are nominated based on well-defined selection criteria. Nomination and Remuneration Committee ('NRC') considers, inter alia, key skills, qualifications, expertise and competencies, whilst recommending to the Board the candidature for appointment of Director. The Board of Directors have, based on the recommendations of the NRC, identified the following core key skills/expertise/competencies of Directors as required in the context of business of the Company for its effective functioning which are currently possessed by the Board Members of the Company and mapped against each of the Directors:





## COMMITTEES OF BOARD

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Four (4) committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholder's Grievance & Relationship Committee and Corporate Social Responsibility Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided in detailed hereunder.

There were no instances during the financial year 2019-20, wherein the Board had not accepted recommendations made by any committee of the Board.

### A. Audit Committee

The Company has formed audit committee in line with the provisions Section 177 of the Companies Act, 2013 and Regulation 18 of Listing Regulations for the purpose of assisting the Board in fulfilling its overall responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities.

During the year, the Committee carried out its functions as per the powers and roles given under Regulation 18 read with Part C of Schedule II of SEBI LODR Regulations, 2015 and Companies Act, 2013. The terms reference of Audit Committee has been revised as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, on 24th April, 2019 by the Board of Directors which is applicable from the date on which Migration of Listing of Shares of the Company from NSE Emerge to NSE Main Board happened – i.e. 3rd May, 2019 and briefed hereunder;

#### Role of Committee:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a) Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) Major accounting entries involving estimates based on the exercise of judgment by management.
  - d) Significant adjustments made in the financial statements arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
19. Approval of appointment of CFO (i.e., the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the Management letters / letters of Internal Control weaknesses issued by Statutory Auditor;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
22. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of the provision and
23. The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.

#### **Review of Information by the Committee:**

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses;
5. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee and
6. statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).
7. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
8. Examination of the financial statement and auditors' report thereon;
9. Approval or any subsequent modification of transactions of the Company with related parties;
10. Scrutiny of inter-corporate loans and investment;
11. Valuation of undertakings or assets of the Company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Monitoring the end use of funds raised through public offers and related matters;
14. Any other matters as prescribed by law from time to time.

#### **Powers of Committee:**

The Committee-

1. May call for comments of auditors about internal control system, scope of audit, including observations of auditors and review of financial statement before their submission to board;
2. May discuss any related issues with internal and statutory auditors and management of the Company;
3. To investigate into any matter in relation to above items or referred to it by Board;
4. To obtain legal or professional advice from external sources and have full access to information contained in the records of the Company;



5. To seek information from any employee;
6. To secure attendance of outsiders with relevant expertise, if it considers necessary;
7. Any other power as may be delegated to the Committee by way of operation of law.

#### Composition of Committee, Meeting and Attendance of each Member at Meetings:

Audit Committee meeting is generally held one in quarter for the purpose of recommending the quarterly / half yearly / yearly financial result and the gap between two meetings did not exceed one hundred and twenty days. Additional meeting is held for the purpose of reviewing the specific item included in terms of reference of the Committee. During the year under review, Audit Committee met 5 (five) times on 29th May, 2019; 14th August, 2019; 14th November, 2019; 13th February, 2020 and 13th March, 2020.

The composition of the Committee during the year and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2019-20		
			Held	Eligible to attend	Attended
Mr. Siddharth Dugar	Independent Director	Chairperson	5	5	4
Mr. Ajit Jain	Independent Director	Member	5	5	5
Mrs. Bhoomika Gupta	Independent Director	Member	5	5	5
Mr. Manish Iyer	Independent Director	Member	5	5	3

The Company Secretary of the Company acts as a Secretary to the Committee. The Constitution of the Audit Committee is in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (LODR) Regulations, 2015.

The Statutory Auditors and Internal Auditors of the Company are invited in the meeting of the Committee wherever requires. Chief Financial Officer of the Company is a regular invitee at the Meeting.

Mr. Siddharth Dugar, the Chairman of the Committee had attended last Annual General Meeting of the Company held on August 24, 2019.

Recommendations of Audit Committee have been accepted by the Board of wherever / whenever given.

#### B. NOMINATION AND REMUNERATION COMMITTEE

The Company has formed Nomination and Remuneration committee in line with the provisions Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations. The terms reference of Nomination and Remuneration committee has been revised as per SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, on 24th April, 2019 by the Board of Directors which is applicable from the date on which Migration of Listing of Shares of the Company from NSE Emerge to NSE Main Board happened - i.e. 3rd May, 2019 and briefed hereunder;

##### Terms of reference:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
3. Devising a policy on diversity of board of directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
5. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6. Recommend to the board, all remuneration, in whatever form, payable to senior management.

Explanation: Senior Management means personnel who are members of the core management team excluding BOD comprising all members of management one level below the executive directors, including functional heads.

7. Recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Other terms of reference as prescribed under Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

### Composition of Committee, Meeting and Attendance of each Member at Meetings:

Nomination and Remuneration Committee meeting is generally held at least once in a year. Additional meetings are held for the purpose of recommending appointment/re-appointment of Directors and Key Managerial Personnel and their remuneration. During the year under review, Nomination and Remuneration Committee met 5 (Five) times viz, 18th July, 2019; 14th November, 2019; 7th December, 2019; 20th December, 2019 and 13th March, 2020.

The composition of the Committee during the year and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2019-20		
			Held	Eligible to attend	Attended
Mrs. Bhoomika Gupta	Independent Director	Chairperson	5	5	5
Mrs. Sarita Aggarwal	Non-Executive Director	Member	5	5	4
Mr. Siddharth Dugar	Independent Director	Member	5	5	5
Mr. Ajit Jain	Independent Director	Member	5	5	5

### Board and Director Evaluation and criteria for evaluation

In terms of the requirement of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with the aim to improve the effectiveness of the Board and the Committees. During the year under review, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees. The exercise was led by the Chairman of the NRC along with the Chairman of Board. The NRC has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Evaluation of Board, Individual Directors and Committees include, inter alia, the following:

Board Evaluation	Evaluation of Individual Directors	Committee Evaluation
<ul style="list-style-type: none"> <li>Board Structure - qualifications, experience and competencies</li> <li>Board Diversity</li> <li>Meetings - regularity, frequency, agenda, discussion and recording of minutes</li> <li>Functions - strategy, governance, compliances, evaluation of risks, stakeholder value and responsibility, conflict of interest</li> <li>Independence of management from the Board, access of Board and management to each other</li> </ul>	<ul style="list-style-type: none"> <li>Professional qualifications and experience</li> <li>Knowledge, skills and competencies</li> <li>Fulfillment of functions, ability to function as a team</li> <li>Attendance</li> <li>Commitment, contribution, integrity and independence</li> <li>In addition to the above, the Chairman of the Board Meetings is also evaluated on key aspects of his role, including effectiveness of leadership and ability to steer Meetings, impartiality and ability to keep shareholders' interests in mind</li> </ul>	<ul style="list-style-type: none"> <li>Mandate and composition</li> <li>Effectiveness of the Committee</li> <li>Structure of the Committee</li> <li>Meetings - regularity, frequency, agenda, discussion and dissent, recording of minutes</li> <li>Independence of the Committee from the Board and contribution to decisions of the Board</li> </ul>



### Remuneration of Directors:

The Company has not entered into any pecuniary relationship or transactions with Non-Executive Directors of the Company.

Further, criteria for making payment, if any, to non-executive directors are provided under the Nomination and Remuneration Policy of the Company which is hosted on the website of the Company viz; <https://airanlimited.in/docs/NominationAndRemuCommittee.pdf>.

During the year under review, the Company has paid remuneration to Executive Directors of the Company, details of which are as under;

Sr No.	Name of Directors	Designation	Component of Payment	Remuneration paid (Rs. in Lakh)	Tenure
1.	Sandeepkumar Vishwanath Agrawal	Managing Director	Fixed Salary	Rs. 23.93 for F.Y. 2019-20	5 years Appointed as Managing Director w.e.f. January 5, 2017 and the same was approved by the Members in their EGM held on January 6, 2017
2.	Abhishek Sandeepkumar Agrawal	Executive Director	Fixed Salary	Rs. 4.60 for F.Y. 2019-20	5 years Appointed as an Executive Director w.e.f. November 14, 2019
3.	Poonam Sandeepkumar Agrawal	Executive Director	Fixed Salary	Rs. 23.93 for F.Y. 2019-20	5 years Appointed as Managing Director w.e.f. January 5, 2017 and the same was approved by the Members in their EGM held on January 6, 2017

The remuneration of the Directors is decided by the Nomination and Remuneration Committee based on the performance of the Company in accordance with the Nomination and Remuneration Policy within the limit approved by the Board or Members.

Apart from sitting fees, Non-Executive Directors do not receive any other consideration except in their professional capacity. Further, the Non-Executive Directors are paid sitting fees within the limits as stipulated under Section 197 of Companies Act, 2013, for attending Board/Committee Meetings. Sitting Fees paid to Directors does not require the approval of Shareholders and Central Government. Details of sitting fees paid to the Non-Executive Directors are given below:

Sr. No.	Name of Directors	Sitting Fees paid during FY 2019-20 (₹ in Lakh)
1.	Mrs. Sarita Aggarwal	0.34 Lakh
2.	Mr. Ajit Jain	0.46 Lakh
3.	Mrs. Bhoomika Gupta	0.50 Lakh
4.	Mr. Siddharth Dugar	0.35 Lakh
5.	Mr. Jayesh Jain	0.12 Lakh
6.	Mr. Manish Iyer	0.22 Lakh

The Company has not entered into / paid any service contracts, notice period, severance fees. Further, the Company has not granted any stock options to its Directors.

### C. Stakeholder's Relationship Committee

#### Terms of Reference:

The Stakeholder's Relationship Committee ("SRC") looks into various aspects of interest of shareholders. The Committee ensures cordial investor relations, oversees the mechanism for redressal of investors' grievances and specifically looks into various aspects of interest of shareholders. The Committee specifically looks into redressing shareholders'/investors' complaints/ grievances pertaining to share transfers/transmission, non-receipts of annual reports, non-receipt of declared dividend and other allied complaints. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. The terms of reference of the SRC includes:

- (1) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- (2) Review of measures taken for effective exercise of voting rights by shareholders.
- (3) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

#### Composition of Committee, Meetings and Attendance of each Member at Meetings:

During the year under review, Stakeholder's Grievance & Relationship Committee met 6 (six) times viz on 29th May, 2019, 15th July, 2019, 14th August, 2019, 14th October, 2019, 30th January, 2020, and 13th March, 2020.

The composition of the Committee during the year and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2019-20		
			Held	Eligible to attend	Attended
Mr. Ajit Jain	Independent Director	Chairperson	6	6	6
Mrs. Poonam Agrawal	Executive Director	Member	6	6	5
Mrs. Bhoomika Gupta	Independent Director	Member	6	6	6
Mrs. Sarita Aggarwal	Non-Executive Director	Member	6	6	6

#### Name and Designation of Compliance Officer

Ms. Stutiben Kinariwala, Company Secretary and Compliance Officer of the Company is acting as the Compliance Officer.

#### Complaint

No. of Investors Complaints pending at the beginning of the financial year	NIL
No. of Investors Complaints received during the period	1
No. of Investors Complaints disposed off during the period	1
No. of Investor Complaints those remaining unsolved at the end of the financial year	NIL

#### D. Corporate Social Responsibility Committee

Pursuant to Section 135 of Companies Act, 2013, the Company has constituted Corporate Social Responsibility Committee ("The CSR Committee") with object to recommend the Board a Policy on Corporate Social Responsibility and amount to be spent towards Corporate Social Responsibility. The CSR Committee is responsible for indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

During the year under review, CSR Committee met 2(Two) times on July 18, 2019 and March 13, 2020. The meetings were held to review and approve the expenditure incurred by the Company towards CSR activities and annual report on CSR activities.

The composition of the Committee during the year and the details of meetings attended by its members are given below:

Name of Members	Category	Designation in Committee	Number of meetings during the financial year 2019-20		
			Held	Eligible to attend	Attended
Mrs. Poonam Agrawal	Executive Director	Chairperson	2	2	2
Mrs. Bhoomika Gupta	Independent Director	Member	2	2	2
Mrs. Sarita Aggarwal	Independent Director	Member	2	2	2



The CSR Policy may be accessed at the web link [https://airanlimited.in/docs/CSR\\_FINAL.pdf](https://airanlimited.in/docs/CSR_FINAL.pdf).

## GENERAL BODY MEETINGS

### Annual General Meetings

Financial Year	Day, Date and Time	Venue	No. of Special Resolution Passed
2016-17	Wednesday, September 6, 2017 11:00 AM	408, Kirtiman Complex, B/h. Rembrandt Building, C. G. Road, Ahmedabad, Gujarat - 380 006.	2
2017-18	Saturday, July 28, 2018 11:00 AM	408, Kirtiman Complex, B/h. Rembrandt Building, C. G. Road, Ahmedabad, Gujarat - 380 006.	2
2018-19	Saturday, 24th August, 2019 11:00 AM	408, Kirtiman Complex, B/h. Rembrandt Building, C. G. Road, Ahmedabad, Gujarat - 380 006.	2

### Passing of Special Resolution through Postal Ballot

During the year, members of the Company have approved the special resolutions, stated in the below table, apart from few Ordinary Resolutions, by requisite majority, by means of Postal Ballot, including Electronics Voting (e-voting). The Postal Ballot Notice dated 6<sup>th</sup> March, 2019 along with the Postal Ballot Form was sent in electronic form to the members whose email addresses were registered with the Company/ respective Depository Participants. In case email addresses are not registered, copies of Postal Ballot Notice along with the Postal Ballot Form was sent in physical, by permitted mode along with self-addressed postage pre-paid Business Reply Envelope.

The Company had published a notice in the newspaper on Friday, 8<sup>th</sup> March, 2019 in Financial Express (English and Gujarati Editions) in compliance with the provisions of the Companies Act, 2013 and Secretarial Standard - 2. The voting period commenced from Monday, 11<sup>th</sup> March, 2019 at 9:00 a.m. (IST) and ended at 5:00 p.m. (IST) on Tuesday, 9<sup>th</sup> April, 2019. The voting rights of members were reckoned on the paid up value of shares registered in the name of member/ beneficial owner (in case of electronic shareholding) as on Wednesday, 6<sup>th</sup> March, 2019.

The Board of Directors had appointed M/s. KGS and Co., Practicing Company Secretary, as a Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner and had engaged the services of Karvy Fintech Private Limited (Karvy) as an agency for the purpose of providing e-voting facility. M/s. KGS and Co., Practicing Company Secretary, had submitted his report on the Postal Ballot to the Chairman and Managing Director and the Resolutions were passed on Wednesday, 10<sup>th</sup> April, 2019.

The details of the Voting Pattern are given below:

Sr. No.	Particulars	Votes in favour of the resolution (%)	Votes in against of the resolution (%)
1.	Power under Section 186 of the Companies Act, 2013	100.00%	0.00%
2.	Migration of Listing / trading of Equity Shares of the Company from NSE SME Platform i.e. Emerge to Main Board of NSE	100.00%	0.00%

There is no immediate proposal for passing any resolution through Postal Ballot.

## MEANS OF COMMUNICATION

### a. Financial Results

The quarterly, half-yearly and annual results are published in widely circulating national and local dailies such as "The Indian Express" in English and "The Indian Express" in Gujarati language and are displayed on the website of the Company <https://airanlimited.in/>.

### b. Website

The Company's website <https://airanlimited.in/> contains a separate dedicated section namely "Investors" where shareholders information is available. The Annual Report of the Company is also available on the website of the Company <https://airanlimited.in/> in a downloadable form.

During the year under review, the Company has not made any presentations to institutional investors or to the analysts. Further, the result of the Company has not been displayed any official news releases.

### General Shareholders Information

#### Date, Time and Venue of 25th Annual General Meeting

<b>Day and Date</b>	Saturday, September 26, 2020
<b>Time</b>	09.00am
<b>Venue</b>	Through VC/AOVM

#### Financial Year

12 months period starting from April 1 and ends on March 31 of subsequent year. This being financial year 2019-20 was started on April 1, 2019 and ended on March 31, 2020.

#### Financial Calendar

(Tentative and subject to change for the financial year 2019-20)

Quarter ending	Release of Results
June 30, 2020	Second week of August, 2020
September 30, 2020	Second week of November, 2020
December 31, 2020	Second week of February, 2021
March 31, 2021	End of May, 2021
Annual General Meeting for the year ending March 31, 2021	End of September, 2021

#### Dividend Payment Date

With a view to conserve the resources of company for future growth, the Board of Directors do not recommend any Dividend for the Financial Year 2019-20 (Previous Year Nil).

#### Book closure date

There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed.

#### Listing on Stock Exchanges

National Stock Exchange of India Limited,  
Exchange Plaza Block G, C 1, Bandra Kurla Complex,  
G Block BKC, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra 400051

Listing fees for the financial year 2020-21 has been paid to National Stock Exchange of India Limited.

#### Stock Code/Symbol

National Stock Exchange of India Limited (Symbol – AIRAN)

#### Market Price Data

The Monthly high/low and the volume of the Company's shares traded on stock exchanges and the Monthly high/ low of the said exchanges are as follows:



Month	Airan Limited (Price in ₹)		Nifty 50 (Price in ₹)	
	High Price	Low Price	High Price	Low Price
April, 2019	67.5	27.25	11,856.15	11,549.10
May, 2019	49.6	27.15	12,041.15	11,108.30
June, 2019	32	23.45	12,103.05	11,625.10
July, 2019	27.5	17.95	11,981.75	10,999.40
August, 2019	22.1	15.2	11,181.45	10,637.15
September, 2019	16.45	10.35	11,694.85	10,670.25
October, 2019	14	12.25	11,945.00	11090.15
November, 2019	13.25	10.2	12,158.80	11,802.65
December, 2019	15.55	8.8	12,293.90	11,832.30
January, 2020	14.5	11.35	12,430.50	11,929.60
February, 2020	14	10.95	12,246.70	11,175.05
March, 2020	12.5	8.95	11,433.00	7,511.10

### Registrar and Transfer Agents

Kfin Technologies Private Limited

**Address:** Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Andhra Pradesh, Hyderabad -500 032;

**Tel:** +91 6716 2222; **Email:** einward.ris@karvy.com; **Web:** www.karvy.com

### Share Transfer System

In terms of Regulation 40(1) of SEBI LODR, as amended, securities can be transferred only in dematerialization form w.e.f. 1st April, 2019, except in case of request received for transmission or transposition of securities. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfer of shares in electronic form is effected by the depositories with no involvement of the Company.

### Distribution of shareholding (As on March 31, 2020)

On the basis of number of shares held:

Range of No. of Shares	Shareholders		No. of Shares held	
	Number	% of Total	Number	% of Total
1 - 5000	778	54.60	343120	0.27
5001 - 10000	204	14.32	956084	0.76
10001 - 20000	122	8.56	1023553	0.82
20001 - 30000	54	3.79	719195	0.58
30001 - 40000	49	3.44	920830	0.74
40001 - 50000	29	2.04	676729	0.54
50001 - 100000	89	6.25	2928399	2.34
100001 - Above	100	7.02	117452090	93.95
<b>Total</b>	<b>1425</b>	<b>100.00</b>	<b>125020000</b>	<b>100.00</b>

**On the basis of Category of Shareholders:**

Sr. No.	Category	No. of Share Held	% of holding
1	Clearing Members	38,271	0.03
2	HUF	4,517,398	3.49
3	Bodies Corporate	8,136,583	6.51
4	Non Resident Indians	600	0.00
5	Non Resident Indians Non Repatriation	5000	0.00
6	Promoters Individuals	49840737	39.99
7	Promoter Body Corporates	42,000,000	33.59
8	Resident Individuals	20,481,411	16.38
<b>Total</b>		<b>125020000</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity (as on March 31, 2020)**

Mode	No. of Shares	Percentage
<b>Demat</b>	<b>125020000</b>	<b>100.00</b>
NSDL	110186178	88.13
CDSL	14833822	11.87
<b>Physical</b>	<b>0</b>	<b>0.00</b>

The shares are traded on National Stock Exchange of India Limited. For those shareholders who hold the shares in physical form may contact Depository Participant/RTA.

**Outstanding GDRs/ADRs/Warrants or any Convertible instruments conversion date and likely impact on equity**

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments till date. Hence, there are no outstanding GDRs/ADRs/Warrants or any Convertible instruments.

**Plant Locations**

The Company, being engaged in service sector business, does not have any plant or factory.

**Address of Correspondence****i) Airan Limited**

Ms. Stutiben Kinariwala  
Company Secretary and Compliance Officer

**Address:** 408, Kirtiman Complex, B/H. Rembrandt Building, C. G. Road, Ahmedabad, Gujarat – 380006

**E-Mail:** shares@airanlimited.in; Phone: +91 79 2646 2233

**For transfer/dematerialization of shares, change of address of members and other queries:**

Kfin Technologies Private Limited

**Address:** Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Andhra Pradesh, Hyderabad -500 032; Tel: +91 6716 2222; Email: einward.ris@karvy.com; Web: www.karvy.com

**CREDIT RATINGS AND ANY REVISION THERETO:**

The Company has not issued any debt instruments and does not have any fixed deposit programme or any scheme or proposal involving mobilization of funds in India or abroad during the financial year ended March 31, 2020. The Company has not obtained any credit rating during the year.

**DISCLOSURE:****Subsidiary Companies**

As on 31st March, 2020, the Company has 6 (Six) Subsidiary Companies viz. 1) Airan BPO Private Limited, 2) CQUB Infosystems Private Limited, 3) Airan Global Private Limited, 4) Airan Australia Pty Limited, 5) Airan UK Limited and 6) Airan Singapore Private Limited, out of which none is listed on any stock exchanges.

None of the Subsidiaries are covered under the criteria of material non-listed Subsidiary Company as defined under Regulation 16(1)(c) of SEBI LODR. Accordingly, Mr. Siddharth Dugar, Independent Director of the Company is on the Board of Directors of Airan BPO Private Limited, Cqub Infosystems Pvt. Ltd. and Airan Global Private Limited. The Company has formulated policy for determining 'material' subsidiaries which has been disclosed on the website of the Company. The web link of the policy is <https://airanlimited.in/docs/MaterialSubsidiaryPolicy.pdf>.



Further, the financial statements of said Unlisted Subsidiary Companies were reviewed by the Audit Committee of the Company. During the year under review the company has neither disposed of any shares nor sold, disposed and leased any assets of material subsidiary. The Minutes of the Meetings of Board of Directors of Subsidiary Companies have been regularly placed before the Board of the Company. A statement of all the significant transactions and arrangements, if any, entered into by the unlisted subsidiary companies were periodically brought to the attention of Board of Directors of the Company.

### Material Related Party Transaction

During the year 2019-20, no materially significant related party transaction that may have potential conflict with the interests of the Company at large. Attention of members is drawn to the disclosure of transactions with the related parties set out in Notes to Accounts - Note No. 32, forming part of the Annual Report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The policy is uploaded on the website of the Company at <https://airanlimited.in/docs/RTP.pdf>.

### Compliances

There were neither any instances of non-compliance by the Company nor there were any penalties or strictures imposed on the Company by the Stock Exchange/(s) or SEBI or any statutory authority, on any matter related to Capital Markets, during the last three years.

### Risk Management

Business risk evaluation and management is an ongoing process within the Company. During the year under review, the Management reviewed the risk management and minimization procedure adopted by the Company covering the business operations of the Company.

Proceeds from public issues, rights issues, preferential issues etc.

During the year under review, the Company has not raised any proceeds from public issue, right issue, preferential issues, etc.

### CEO/ CFO Certification

In terms of Regulation 17(8) read with part B of Schedule II of SEBI LODR Regulations, the Certification by CEO and CFO has been obtained and the said certification has been placed before the Board Members of the Company for perusal.

### Accounting treatment

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

### Whistle Blower

The Company has established a vigil mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethic policy. The said mechanism also provides for adequate safeguards against victimization of director(s)/Employee(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The details of establishment of such mechanism has been disclosed in the Board's Report. Further, the Policy on Vigil Mechanism is available on the website of the Company at [https://airanlimited.in/docs/whistle-blower-policy%20\(1\).pdf](https://airanlimited.in/docs/whistle-blower-policy%20(1).pdf).

### Details of Compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with the applicable mandatory requirements as specified under Regulation 15 of SEBI LODR. The Company has adopted following non-mandatory requirements as prescribed under Regulation 27(1) read with Part E of Schedule II of the SEBI LODR.

**The Board:** Since the company does not have a non-executive chairman it does not maintain such office.

**Shareholders Rights:** The quarterly and half-yearly financial results are published in widely circulated dailies and also displayed on Company's website viz. <https://airanlimited.in/>. Hence, these are not individually sent to the Shareholders.

**Modified Opinion(s) in audit report:** There is no modified opinion given in the Auditors' Report on Financial Statements.

**Reporting of Internal Auditor:** The internal auditor directly reports to audit committee.

### Total fees paid to Statutory Auditors of the Company

Total fees of Rs. 2,35,000/- (Rupees Two Lakh Thirty Five Thousands only) plus GST for financial year 2019-20, for all services, was paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

**Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2019-20 are prescribed under Board's Report forming part of this Annual Report.

**Secretarial Compliance Report**

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the Listing Regulations, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

Accordingly, the Company has engaged the services of Mr. Anand Lavingia (CP No. 11410), Practicing Company Secretary and Secretarial Auditor of the Company for providing this certification. The said compliance report has been submitted by the Company to Exchange.

**Compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations**

Sr. No.	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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), 17(1A) & 17(1B)	Yes
3	Meeting of Board of directors	17(2)	Yes
4	Quorum of Board meeting	17(2A)	Yes
5	Review of Compliance Reports	17(3)	Yes
6	Plans for orderly succession for appointments	17(4)	NA
7	Code of Conduct	17(5)	Yes
8	Fees/compensation	17(6)	Yes
9	Minimum Information	17(7)	Yes
10	Compliance Certificate	17(8)	Yes
11	Risk Assessment & Management	17(9)	Yes
12	Performance Evaluation of Independent Directors	17(10)	Yes
13	Recommendation of Board	17(11)	Yes
14	Maximum number of directorship	17A	Yes
15	Composition of Audit Committee	18(1)	Yes
16	Meeting of Audit Committee	18(2)	Yes
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
19	Meeting of nomination & remuneration committee	19(3A)	Yes
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
21	Meeting of stakeholder relationship committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes



26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	NA
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	NA
38	Memberships in Committees	26(1)	Yes
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

### Compliance Certificate of the Auditors

A Certificate from the Auditors of the Company Mr. Anand Lavingia, Practicing Company Secretary, Ahmedabad confirming the compliance with the conditions of Corporate Governance as stipulated under Clause E of Schedule V of the SEBI LODR Regulations is attached as an **Annexure - G2** to this Report.

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors

**Airan Limited**

CIN: L74140GJ1995PLC025519

**Date :** August 14, 2020

**Place :** Ahmedabad

**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480

### DECLARATION

I, Sandeepkumar Vishwanath Agrawal, Chairman & Managing Director of Airan Limited hereby declare that as of March 31, 2020, all the Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct and Ethics for Directors and Senior Management Personnel laid down by the Company.

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors

**Airan Limited**

CIN: L74140GJ1995PLC025519

**Date :** August 14, 2020

**Place :** Ahmedabad

**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
(pursuant to Regulation 34(3) and Schedule V Para C Clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of,  
**AIRAN LIMITED**  
408 Kirtiman Complex, B/H Rembrandt,  
C.G Road, Ahmedabad, Gujarat - 380 006

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Airan Limited having CIN: L74140GJ1995PLC025519 and having registered office at 408 Kirtiman Complex, B/H Rembrandt, C.G Road, Ahmedabad, Gujarat - 380 006 (hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub Clause (10)(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of Directors	Director Identification Number	Date of Appointment in the Company*
1.	Mr. Sandeepkumar Vishwanath Agrawal	02566480	April 19, 1995
2.	Mrs. Poonam Sandeepkumar Agrawal	01712128	August 8, 2003
3.	Mr. Abhishek Sandeepkumar Agrawal	07613943	November 14, 2019
4.	Mrs. SaritaNeeraj Aggarwal	07694108	January 6, 2017
5.	Mr. Manish Chidambaram Iyer	00631972	August 30, 2018
6.	Mrs. Bhoomika Aditya Gupta	02630074	January 6, 2017
7.	Mr. Jayesh Jain	02733035	February 15, 2018
8.	Mr. Siddharth Sampatji Dugar	07703369	January 19, 2017
9.	Mr. Ajit Gyanchand Jain	07827804	June 19, 2017

\* As per website of Ministry of Corporate Affairs.

It shall be noted that ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date :** August 14, 2020  
**Place :** Ahmedabad

**Anand Sureshbhai Lavingia**  
Practicing Company Secretary  
ACS No.: 26458 COP No.: 11410  
UDIN: A026458B000583212



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

(Refer Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**AIRAN LIMITED**  
408, Kirtiman Complex,  
B/H. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat – 380006

We have examined all the relevant records of Airan Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI (LODR) Regulations, 2015), for the financial year ended 31<sup>st</sup> March, 2020. We have obtained the record available on the website of the stock exchanges and all such other information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

In our opinion and to the best of our information and according to the explanations and information furnished to us and available on the website of the stock exchanges, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Regulations 17 to 27, Regulation 46 and Parts A, B, C and D of Schedule II except Regulation 21 and Regulations 25(6) which were not applicable to the Company.

As regards Discretionary Requirements specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has complied with items C and E.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date :** August 14, 2020  
**Place :** Ahmedabad

**Anand Sureshbhai Lavingia**  
Practicing Company Secretary  
ACS No.: 26458 COP No.: 11410  
UDIN: A026458B000583212

## Annual Report on Corporate Social Responsibility (CSR) Activities

### 1. A Brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or programmes:

Longevity and success for a company comes from living in harmony with the context, which is the community and society. The main objective of CSR Policy of the Company encompasses the ideas of corporate governance, sustainable wealth creation, corporate philanthropy and advocacy for the goals of the community. The projects undertaken will be within the broad framework of Schedule VII of the Companies Act, 2013. Our CSR initiatives focus on CSR projects as provided under Schedule VII. The Company has framed its CSR Policy in compliance with the provisions of the Companies Act, 2013 and the same is placed on the Company's website and may be accessed at [https://airanlimited.in/docs/CSR\\_FINAL.pdf](https://airanlimited.in/docs/CSR_FINAL.pdf).

### 2. The Composition of CSR Committee as at March 31, 2020:

Name of Director	Designation	Designation of Committee
Mrs. Poonam Agrawal	Executive Director	Chairman
Mrs. Bhoomika Gupta	Independent Director	Member
Mrs. Sarita Aggarwal	Independent Director	Member

The Details of attendance of each of the Members of the Committee and dates of meetings are provided in the report on Corporate Governance in separate annexure.

### 3. Average net profit of the Company for last three financial years: ₹593.49 Lakh

### 4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹11.87 Lakh

### 5. Details of CSR spend for the financial year:

- Total amount to be spent for the financial year: ₹4.96 Lakh
- Amount unspent, if any: ₹6.91 Lakh
- Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programmes (1) Local area or other (2) Specify the State and District where Projects or Programmes were undertaken	Amount Outlay (budget) Project or Programmes wise	Amount Spent on the Projects or Programmes Sub-heads: (1) Direct Expenditure (2) Overheads	Cumulative expenditure up to the reporting period	Amount Spent: Direct or through implementation agency
1	Contribution to Meghaninagar Hindi Shala No. 9 and Meghaninagar Gujarati Shala No. 2	Various sectors covered by Schedule VII of the Companies Act, 2013	Ahmedabad	₹ 37832	Direct Expenditure ₹ 37832	₹ 37832	Direct
2	Donation to Shree Rani Shakti Seva Samiti	Various sectors covered by Schedule VII of the Companies Act, 2013	Ahmedabad	₹ 1,50,000	Direct Expenditure Rs. 1,50,000	₹ 1,50,000	Direct
3	Donation to Unity Foundation	Various sectors covered by Schedule VII of the Companies Act, 2013	Anand	₹ 2,50,000	Direct Expenditure ₹ 2,50,000	₹ 2,50,000	Direct
4	Covid-19 Relief work	Rural Development Health	Supporting in Covid relief Work	0.00	Direct Expenditure ₹ 57129	₹ 57129	Direct



6. In case the Company has failed to spend two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report:

The Company is committed to focus on inclusive growth and improve lives by contributing towards communities around which it operates. The overall CSR Expenditure was ₹ 4.96 Lakh during the financial year 2019-20 as against gross amount required to be spent of ₹ 11.87 Lakh during the financial year 2019-20. During the financial year 2019-20, your Company endeavored to meet the budgeted expenditure by contributing in various eligible CSR activities and has committed to incur expenditure for CSR initiatives in the coming years through structured events or programs and projects. This being the first year, your Company has taken steps in the right direction and going forward is committed to actively engage with the partners/NGOs to execute the said events or projects and programs and incur expenditure in accordance with Section 135 of the Companies Act, 2013 and the Companies(Corporate Social Responsibility Policy) Rules, 2014.

The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors

**Airan Limited**

CIN: L74140GJ1995PLC025519

**Date :** August 14, 2020

**Place :** Ahmedabad

**Poonam Sandeepkumar Agrawal**

Executive Director

DIN 01712128

**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480

## ANNEXURE-G

## SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended March 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and  
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**AIRAN LIMITED**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Airan 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, 2020, 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 on March 31, 2020 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made there under as applicable;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. The Foreign Exchange Management Act, 1999 (FEMA) and the rules and regulations made there under to the extent of 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, 2018;
  - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Listing Agreement entered with National Stock Exchange of India Limited (NSE);
- vi. The Revised Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules made thereunder, Regulations, guidelines etc. mentioned above.

Further company being engaged in the business of IT and IT enabled services related to banking transaction, cash management services and document management services, there are no specific applicable laws to the Company, which requires approvals or compliances under the respective laws. However, the list of few of General laws applicable to the Company which are set out in the Annexure - I. We have relied on the representation made by the Company and its officers for system and mechanism framed by the Company for compliances of the said General laws.

During the Period under review, provisions of the following Acts, Rules, Regulations, and Standards are not applicable to the Company,

- i. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; - the Company is not registered as Registrar to an Issue & Share Transfer Agent. However, the Company has appointed KFin Technologies Private Limited as Registrar & Share Transfer Agent as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- iv. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



- v. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
- vi. The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and External Commercial Borrowings.

I further report that -

The Board of Directors of the Company is duly constituted with Executive Directors, Non-Executive Director, Independent Directors and Woman Director in accordance with the act. The changes in the composition that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

I further report that -

During the year under review,

The Members of the Company has granted power to the Board of Directors for making of investment up to ' 250.00 Crores and giving of Loan and Guarantee and providing of securities up to ' 250.00 Crore under Section 186 of the Companies Act, 2013;

The Authorised Share Capital of the Company was increased from ' 1,300.00 Lakh consisting of 65000000/- Equity Shares of ' 2/- each to ' 2,600.00 Lakh divided into 130000000 Equity Shares of ' 2.00 each, by obtaining the approval of the Shareholders through Postal Ballot. The said alteration however, was not fully incorporated in Memorandum of Association. Further, the Company, up on the approval of the Members through Postal Ballot, allotted the 62510000 Bonus Equity Shares in the ratio of 1:1 on April 24, 2019; and

On Completion of 2 years on SME Exchange, The Company had applied for migration of listing of Equity Shares from SMEEExchange of NSE to Main Board of NSE. NSE approved our application and Equity Shares of our company are listed and traded on Main Board of NSE w.e.f. May 3, 2019.

Place : Ahmedabad  
Date : August 14, 2020

**Anand Sureshbhai Lavingia**  
Practicing Company Secretary  
ACS No.: 26458 C P No.: 11410  
UDIN: A026458B000581749

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

**List of major General Acts applicable to the Company**

1. The Information Technology Act, 2000
2. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, as amended from time to time
3. The Shops and Establishment Act/Rules, as amended from time to time
4. The Indian Contract Act, 1872, as amended from time to time
5. The Transfer of Property Act, 1882 ("TP Act")
6. The Registration Act, 1908
7. The Specific Relief Act, 1963
8. The Minimum Wages Act, 1948
9. The Payment of Wages Act, 1936
10. The Employees Provident Fund and Miscellaneous Provisions Act, 1952
11. The Payment of Bonus Act, 1965
12. The Employees State Insurance Act, 1948
13. The Payment of Gratuity Act, 1972
14. The Apprentices Act, 1961
15. The Workmen Compensation Act, 1923 ("WCA")
16. The Equal Remuneration Act, 1976
17. The Maternity Benefit Act, 1961
18. The Negotiable Instrument Act, 1881, as amended from time to time
19. The Arbitration & Conciliation Act, 1996, as amended from time to time
20. The Trade Marks Act, 1999 under Intellectual Property Law, as amended from time to time
21. The Indian Stamp Act, 1899
22. The Gujarat Stamp Act, 1958, as amended from time to time



To,  
The Members,  
**AIRAN LIMITED**

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records 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 secretarial records. The verification was done on test basis, on the records and documents provided by the Management of the Company, to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed by me 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. The compliance of the provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to verification of procedures on test basis.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad  
Date : August 14, 2020

**Anand Sureshbhai Lavingia**  
Practicing Company Secretary  
ACS No.: 26458 C P No.: 11410  
UDIN: A026458B000581749

## MANAGEMENT DISCUSSIONS AND ANALYSIS

### OVERVIEW OF THE INDUSTRY

The global economy in Calendar Year ('CY') 2019 has seen one of the slowest growth rates since the 2008 financial crisis. Among others, the biggest calamity is the outbreak of COVID-19, which grew into a pandemic in a matter of weeks in early CY 2020. Government-mandated lockdown in almost all the countries around the world prevented the spread of the disease and saved countless lives, but concurrently triggered a large misfortune to the world economy. The impact of which, will be felt for a long time to come. To counter the losses and prevent a complete economic breakdown, governments and central banks around the world have tendered remarkable amounts of monetary support.

For the CY 2019, the global market for software development and IT enabled services is estimated to have grown to \$1.5 trillion. IT services is estimated to have grown by 3.5% YoY, characterized by a shift to digital technologies, adoption of DevOps, and Software as a service (SaaS) models. Business Process Management grew by 4.5% over the prior year, driven by a greater focus on robotic process automation as organisations are keen at automating repetitive tasks and focus on strategic functions.

### OUR BUSINESS

Airan Limited is a leading provider of IT enabled Services, Software as a Service, Consultation services, Application Outsourcing, Network Services, BPO, Platform Solutions, E-KYC, Banking Operations, Tele-calling and various other value-added services. Our vision is to build a global and esteemed organisation delivering the best-of-breed business solutions by leveraging technology that is delivered by the best-in-class workforce. We are guided by our value system which motivates our attitudes and actions. Our core values are Client value; Leadership by example; Integrity; Transparency; Fairness; and Excellence.

Our strategic objective is to build a sustainable organisation that remains relevant to the agenda of our clients, while creating growth opportunities for our employees, generating profitable growth for our investors and contributing to the communities that we operate in.

Airan Limited has made rapid inroad into areas which hold immense potential for the future and we are optimistic with our strategies. India is well-placed to drive the IT and ITeS related services. India's unique value proposition as the world's number one outsourcing destination continues to hold good at the back of its strong economic value propositions. The country provides access to largest technical talent pool, ensuring volume, high quality and faster time to the market.

### PRIORITIZING EMPLOYEES

In line with our employee-first approach, we introduced two plans of action. The first was the COVID-19 Preparedness Program as we were operational during the entire lock-down on the counts of providing essential services to banks. The second was the Post-Lockdown Safety Plan which particularised return-to-work.

Both the above plans-of-action were undertaken to shield our employees from the virus and assure their well-being.

While, the two plans-of-actions were highly crafted, the following principal actions were undertaken that mark the spirit to provide a safe working environment for our employees and partners:

- Mandatory and daily sanitization via disinfection of all surfaces and areas of all the office premises. Both employee-specific area (desks, chairs, computer systems etc.) and general areas (walls, staircases, railings, toilets etc.) were regularly disinfected.
- Mandatory diagnosis of essential indicators, namely: thermal reading, oxygen saturation, and heart rate at all entry and exit points of all the office premises. Further a disinfection tunnel is installed at the entry/exit point of the head-office.
- Ensuring social distancing at the office premises by implementation of staggered lunch breaks and keeping one workstation unoccupied alternatively till the time of the lockdown. Red-Zone residents were circumvented until the risk subsided and entry of all non-essential personnel was banned into all the office premises.
- Distribution of face-masks, face-shields, hand-sanitizers, and homeopathic immunity boosters to all the employees. As well as distribution of gloves to employees handling physical cheques and cash.
- Initiation of a "tele/web-health" system through the state-of-the-art 'Airan Health Log Portal' especially designed for COVID-19. This enabled mandatory and regular reporting of body temperature and symptoms, followed by telephonic/web-consultations for required personnel in-order-to assess the risk of exposure to COVID-19.



## BUSINESS CONTINUITY

Our Services fall under the category of 'Essential services' as per the order issued by the Ministry of Home Affairs, Government of India. We were functioning throughout the day during the lockdown period from our office premises, and our door-step banking services were operational wherever the client locations were open while surviving the logistical risks. However, our in-house transaction processing also decreased due to dip in volumes, but as the unlock happened the volumes rebounded.

The company made mindful decisions to maintain uninterrupted operations while also ensuring a safe working environment. Only essential staff were allowed to report to work, while the company made necessary arrangements to ensure that these staff members maintain social distancing and are safe while feeling comfortable at work. The rest of the staff had been asked to work from home whenever it was required and feasible.

The company followed a strict monitoring processes – Thermal screening of all employees and visitors; sanitisation of all the premises and vehicles on regular basis; following social distancing at all work places; enforcing wearing of masks and regular sanitising of hands with hands-free sanitisers installed at all processing units and common areas of the office; regular reporting of the healthiness of all employees through our own health log portal. In case any slight indications of COVID-19 symptoms were observed in any person, the person was advised to consult a doctor and self-quarantine at home based on the severity of symptoms.

## OPPORTUNITIES AND THREATS

The fiscal year of 2021 poses several intimidations while also giving rise to numerous prospects. The client market segments we serve are facing challenges as well as opportunities that have arisen from the COVID-19 pandemic and its resulting impact on the economy. We have encashed some of the opportunities, for instance the ones that resulted from the moratorium on EMIs by the regulator, which opened new horizons in the collection field. Further, we were marked as one of the only vendors in India to uphold BAU for cheque clearing activities, the same was also acclaimed by Economic Times Gujarat. We aspire to continue executing the same strategy of turning adversities into opportunities.

**Due to the lock down and subsequent restrictions on movement, the entire industry is facing financial distress. There will be a major impact of COVID-19 on our turnover and profitability and as a result we may face financial distress in coming months. However, we have been pushing hard to get our due payments from our clients.**

Seeing as, we serve industries in the tertiary sector like BFSI, Telecom, FinTech, IT and etc., we had all of our input materials available at our office store. Unlike asset-heavy industries like manufacturing, agriculture, construction etc., we are not dependent upon the supply chain of raw material. Hence, our services were not impacted due to interruptions in the supply chain. However, health and safety equipment for COVID-19 entailed superfluous charges.

Some of our services that encapsulate an element of home-visits like cheque/cash collection and physical KYC, were subjected to a reduction in demand as well as feasibility due to safety concerns. The in-house transaction processing work volumes also minorly lessened due to the diminishing number of financial transactions done by the public at large.

After Unlock-1, we have expanded our services and presence owing to the new mandates received from telecom and NBFC clients. This also enabled us to grow in terms of infrastructure with the unveiling of new processing centres, and in terms of workforce with a significant number of employees on boarded after the lockdown period.

## INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has a proper and adequate system of Internal Control including internal financial controls. Company has an Audit Committee headed by an Independent director, inter-alia, to oversees company's financial reporting process, disclosure of financial information, and reviewing the performance of statutory and internal auditors with management. The internal control system, including internal financial controls of the Company, is monitored by an independent internal audit team, which encompasses examination/ periodic reviews to ascertain adequacy of internal controls and compliance to Company's policies. The committee also looks into related party transactions, preventive controls, investigations, as well as other areas requiring mandatory review as per applicable laws. The powers of Committee, inter-alia, include seeking information from any employee, obtaining outside legal or other professional advice, and investigating any activity of the Company within the committee's term of reference.

## FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, the company has shown remarkable development which can be ensured by comparison of its Net Profit which is Rs. 63,932,000 in the year 2019-2020 as compared to previous year which is Rs. 38,039,000 in the year 2018-2019.

## RATIO ANALYSIS

RATIO ANALYSIS	Units	F.Y 2018-19	F.Y. 2019-20
DEBTORS TURNOVER RATIO	Days	74	96
INTEREST COVERAGE RATIO	Times	6.84	11.74
CURRENT RATIO	Times	13.05	6.56
DEBT EQUITY RATIO	Times	0.09	0.09
OPERATING PROFIT RATIO	%	8.21	12.04
NET PROFIT MARGIN	%	8.62	11.28
RETURN ON NET WORTH	%	5.13	7.94

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors

**Airan Limited**

CIN: L74140GJ1995PLC025519

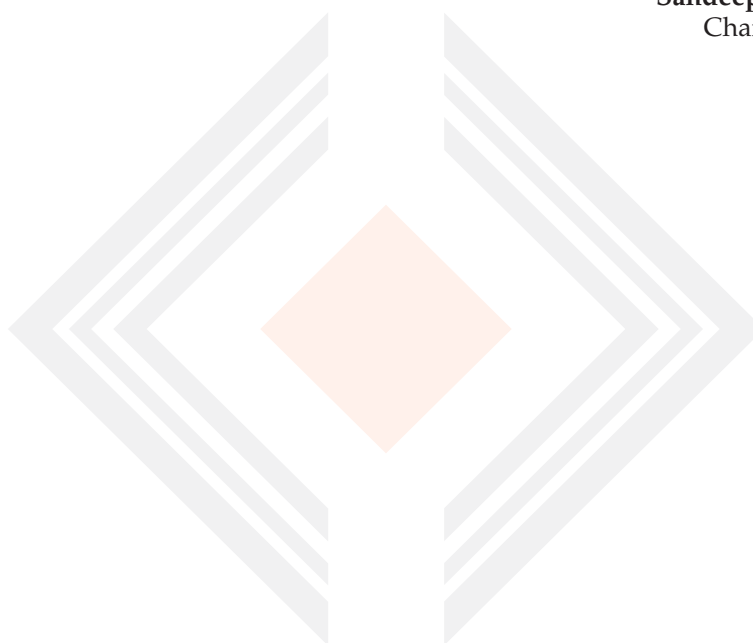
**Date :** August 14, 2020

**Place :** Ahmedabad

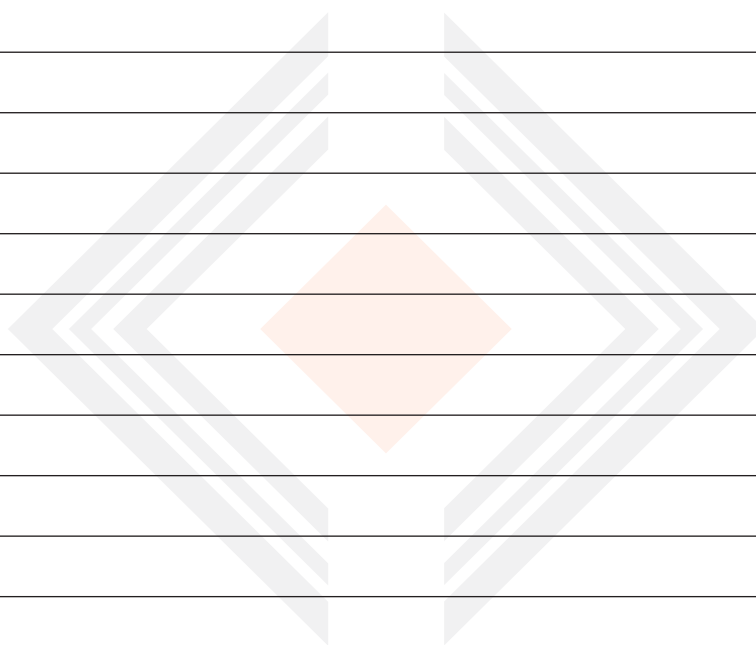
**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480



Notes





A close-up photograph of a hand holding a yellow pencil, positioned over a calculator. The background is a blurred image of a person's face and hands, suggesting a professional or financial setting. The overall color palette is warm, with reds and oranges.

# Financial Statements Standalone

## Independent Auditors' Report

### To The Members of Airan Limited Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of Airan Limited ("the Company"), which comprise the Standalone Balance Sheet as at 31 March 2020, and the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("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 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters and there are no Key audit matters to this report.

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone 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 AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that :
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) 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 Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
  - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DEORA MAHESHWARI & CO.  
Chartered Accountants  
Firm's Registration Number: 123009W

CA. Aditya Deora  
Partner  
Membership No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

### **Annexure A to the Independent Auditors' Report**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Airan Limited of even date)

#### **Report on the Internal Financial Control 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 Airan Limited ('the company') as of March 31, 2020 in conjunction with our audit of the financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Control**

The Board of Directors of the Company 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 respective 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.

### Auditor's 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 of Auditing, issued by ICAI and 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. These Standards and the Guidance Notes required 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 were 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 systems over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that material weakness exists, and testing and evaluating the design and operating effectiveness of the internal control based on the assessed risk. The procedures selected depends on the auditors' judgement, 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 of our audit opinion of the company's internal financial controls system over financial reporting.

### 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 the management and directors of the company;
- (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 Control over Financial Reporting

Because of the inherent limitations of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to fraud or error may occur and not be detected. Also, projections of any evaluation of the internal financial control 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.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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, 2020, 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 ICAI.

For DEORA MAHESHWARI & CO.  
Chartered Accountants  
Firm's Registration Number: 123009W

CA. Aditya Deora  
Partner  
Membership No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

### Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Airan Limited of even date)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i. In respect of the Company's fixed assets:
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. The Company has a program of verification to cover all the items of its fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. In accordance with this program, certain fixed assets were physically verified during the year. According to information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii. The Company is in the business of providing Business Auxiliary & Support services and does not have any physical inventories. Accordingly, reporting under Clause 3 (ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us, the Company has not granted unsecured loans to any body corporate, covered in the register maintained under Section 189 of the Companies Act, 2013, in respect of which.
  - a. The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - b. The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - c. There is no overdue amount remaining outstanding as at the year-end
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under Clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues :
  - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable except for the following:

Name of Statute	Nature of Dues	Amount (Rs. In Lakhs)	Period	Forum Where Dispute is Pending
The Income Tax Act, 1961	Income Tax	103.84	Assessment Year 2017-18	Commissioner of Income Tax (Appeals)



- viii. The Company has not defaulted in the repayment of loans or borrowings to a financial institution or a bank or government and has not issued any debentures during the year during the year.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments), hence reporting under Clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. The Company is not a nidhi company and hence, reporting under Clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence, reporting under Clause 3(xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-I A of the Reserve Bank of India Act, 1934.

For DEORA MAHESHWARI & CO.  
Chartered Accountants  
Firm's Registration Number: 123009W

CA. Aditya Deora  
Partner  
Membership No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

# Standalone Balance Sheet as at 31 March 2020

(All amounts are in Rupees in Lakhs, except share data and as stated)

(Amount in Lakhs)				
Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	5	5547.45	5363.72	5488.51
Capital work in progress	5	9.14	-	-
Intangible assets	6	28.31	26.39	-
Financial Assets		-	-	-
i) Investments	7(a)	242.21	242.12	219.87
Other non-current assets	10	-	-	4.18
<b>Total non-current assets</b>		<b>5827.11</b>	<b>5632.23</b>	<b>5712.56</b>
<b>Current assets</b>				
Financial Assets				
i) Investments	7(b)	76.43	615.42	999.57
ii) Trade receivables	11	1490.47	888.78	763.04
iii) Cash and cash equivalents	12	10.52	19.52	17.29
iv) Other Bank Balances	12	122.18	134.83	75.12
v) Loans	8	2077.46	1549.12	1093.65
vi) Other financial assets	9	329.94	269.30	131.05
Other current assets	13	58.75	40.71	381.13
<b>Total current assets</b>		<b>4165.75</b>	<b>3517.68</b>	<b>3460.85</b>
<b>Total assets</b>		<b>9992.86</b>	<b>9149.91</b>	<b>9173.41</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	14	2500.40	1250.20	1250.20
Other Equity	15	5550.32	6161.20	5780.81
<b>Total Equity</b>		<b>8050.72</b>	<b>7411.40</b>	<b>7031.01</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
Financial Liabilities				
i) Borrowings	16(a)	600.33	633.28	857.56
Deferred tax liabilities	17	706.79	835.69	907.92
<b>Total non-current liabilities</b>		<b>1307.12</b>	<b>1468.97</b>	<b>1765.48</b>
<b>Current liabilities</b>				
Financial Liabilities				
i) Borrowings	16(b)	163.71	49.32	10.23
ii) Trade Payables	18	58.59	2.25	1.11
iii) Other financial liabilities	19	1.17	1.44	1.44
Other current liabilities	20	411.55	216.53	364.14
<b>Total current liabilities</b>		<b>635.02</b>	<b>269.54</b>	<b>376.92</b>
<b>Total Liabilities</b>		<b>1942.14</b>	<b>1738.51</b>	<b>2142.40</b>
<b>Total Equity And Liabilities</b>		<b>9992.86</b>	<b>9149.91</b>	<b>9173.41</b>
<b>Significant accounting policies</b>	3			

The notes referred to above form an integral part of these financial statements

As per our report of even date attached

For **DEORA MAHESHWARI & CO.**  
Chartered Accountants  
Firm's Registration Number: 123009W

CA Aditya Deora  
Partner  
M. No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)

# Standalone Statement of Profit and Loss

for the year ended 31 March 2020

(All amounts are in Rupees in Lakhs, except share data and as stated)

Particulars	Note No.	(Amount in Lakhs)	
		For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from operations	21	5666.65	4412.53
Other income	22	149.07	267.18
<b>Total income</b>		<b>5815.72</b>	<b>4679.71</b>
<b>Expenses</b>			
Direct expenses	23	1577.10	1498.98
Employee benefits expense	24	2486.12	1675.34
Finance costs	25	70.78	92.01
Depreciation and amortisation expense	5&6	401.15	504.82
Other expenses	26	520.15	370.90
<b>Total expenses</b>		<b>5055.30</b>	<b>4142.05</b>
<b>Profit before tax</b>		<b>760.42</b>	<b>537.66</b>
<b>Tax expense</b>			
Current tax		(250.00)	(229.50)
Deferred tax		128.90	72.23
		<b>(121.10)</b>	<b>(157.27)</b>
<b>Profit and Total comprehensive income for the year</b>		<b>639.32</b>	<b>380.39</b>
<b>Earnings per share: (Nominal value per equity share of Rs. 2 each)</b>			
Basic and diluted	15	0.53	0.31
Significant accounting policies	3		

The notes referred to above form are an integral part of these financial statements  
As per our report of even date attached

For **DEORA MAHESHWARI & CO.**  
Chartered Accountants  
Firm's Registration Number: 123009W

CA Aditya Deora  
Partner  
M. No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)



# Standalone Statement of Changes in Equity

for the year ended 31 March 2020

(All amounts are in Rupees in Lakhs, except share data and as stated)

## a. Equity share capital

	Note 14
Balance as at 1 April 2018	1250.20
Changes in equity share capital during 2018-19	-
<b>Balance as at 31 March 2019</b>	<b>1250.20</b>
Changes in equity share capital during 2019-20 (Issue of Bonus Shares in ratio of 1:1)	1250.20
<b>Balance as at 31 March 2020</b>	<b>2500.40</b>

## b. Other equity

	Reserves and surplus		Total
	Share premium	Retained earnings	
<b>Balance at 1 April 2018</b>	<b>1426.61</b>	<b>4354.20</b>	<b>5780.81</b>
Profit or loss and Total comprehensive income for the period	-	380.39	380.39
<b>Balance at 31 March 2019</b>	<b>1426.61</b>	<b>4734.59</b>	<b>6161.20</b>
	Reserves and surplus		Total
	Share premium	Retained earnings	
<b>Balance at 1 April 2019</b>	<b>1426.61</b>	<b>4734.59</b>	<b>6161.20</b>
Profit or loss and Total comprehensive income for the period	-	639.32	639.32
<b>Transactions with Owners in their capacity as Owners</b>			
Utilized during the year for issue of bonus shares	(1250.20)	-	(1250.20)
<b>Balance at 31 March 2020</b>	<b>176.41</b>	<b>5373.91</b>	<b>5550.32</b>

Significant accounting policies (Note-3)

The notes referred to above form are an integral part of these financial statements

As per our report of even date attached

For **DEORA MAHESHWARI & CO.**

Chartered Accountants

Firm's Registration Number: 123009W

CA Aditya Deora

Partner

M. No. 160575

UDIN: 20160575AAAAAY3100

Date : June 20, 2020

Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)

# Standalone Statement of Cash Flows

for the year ended 31 March 2020

(All amounts are in Rupees in Lakhs, except share data and as stated)

Particulars	Note No.	(Amount in Lakhs)	
		For the year ended March 31, 2020	For the year ended March 31, 2019
<b>A. CASH FROM OPERATING ACTIVITY :</b>			
<b>NET PROFIT BEFORE TAX &amp; EXTRA ORDINARY ITEMS :</b>		<b>760.42</b>	<b>819.30</b>
Adjustment For :			
Depreciation		401.15	198.56
FV Adjustment on current investments		76.00	-
Finance Cost / Interest Exp.		70.78	86.82
Interest Income		(186.61)	(141.33)
Dividend Income		-	(1.35)
(Profit) / Loss on Sale of Assets		-	7.35
<b>Operating Activity Before Working Capital Changes : (a)</b>		<b>1121.74</b>	<b>969.35</b>
Adjustment For :			
(Increase) / Decrease in Current Assets		(581.68)	(593.73)
(Increase) / Decrease in Trade & Other Receivables		(601.70)	(125.73)
(Increase) / Decrease in Other Current Assets		(8.32)	340.42
<b>Operating Activity After Changes in Current Assets</b>		<b>(69.96)</b>	<b>590.31</b>
Increase / (Decrease) in Current Liabilities		-	-
(Decrease)/increase in trade payables		56.34	1.14
(Decrease)/increase in Provisions		164.75	(143.56)
Income Tax Paid: (c)		(250.00)	(233.55)
<b>Cash Flow before Extraordinary Items : (a+b+c)</b>		<b>(98.87)</b>	<b>214.33</b>
<b>Net Cash Flow from Operating Activities : (A)</b>		<b>(98.87)</b>	<b>214.33</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>			
Purchase of Property, Plant & Equipment and Intangible Assets		(675.34)	(417.38)
Proceeds from disposal of Property, Plant & Equipment and Intangible Assets		-	5.73
Investment in Subsidiaries (Note-7a)		(0.09)	(22.25)
(Purchase)/ Sale of Current Investments		555.38	410.83
Dividend Income		-	1.35
Interest Income		186.61	141.33
<b>Net Cash Flow from Investing Activities : (B)</b>		<b>66.56</b>	<b>119.61</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>			
Proceeds from / (Repayment of) Short Term Borrowings		114.39	39.10
Proceeds from / (Repayment of) Long Term Borrowings		(32.95)	(224.28)
Finance Cost / Interest Exp.		(70.78)	(86.82)
<b>Net Cash Flow from Financing Activities : (C)</b>		<b>10.66</b>	<b>(272.00)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent : (A + B + C) = (D)</b>		<b>(21.65)</b>	<b>61.94</b>
Cash & Cash Equivalents (Opening):			
Cash on Hand		19.52	17.29
Balance with Banks		134.83	75.12
		<b>154.35</b>	<b>92.41</b>
Cash & Cash Equivalents (Closing):	12		
Cash on Hand		10.52	19.52
Balance with Banks		122.18	134.83
		<b>132.70</b>	<b>154.35</b>
Significant accounting policies	3		

The notes referred to above form are an integral part of these financial statements  
As per our report of even date attached

For **DEORA MAHESHWARI & CO.**  
Chartered Accountants  
Firm's Registration Number: 123009W

CA Aditya Deora  
Partner  
M. No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)

## Notes on Standalone Financial Statements for the year ended 31st March 2020

### 1 Corporate information

Airan Limited is a public company incorporated under provisions of Companies Act, 1956. The Company is a leading provider of consulting, technology, outsourcing and next generation digital services & software, enabling clients to execute strategies for their digital transformation. Strategic objective of the company is to build a suitable organisation that remains relevant to the agenda of clients, while creating growth opportunities for employees and generating profitable returns for investors. The Company's strategy is to be a navigator for our clients as they ideate on, plan and execute their journey to a digital future.

#### 1(a) Statement of Compliance

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 read with of Companies (Indian Accounting Standards) Rules, as amended from time to time.

### 2 Basis of preparation of financial statements

#### 2.1 Basis of Preparation and presentation

The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities which have been measured at fair value.

The Company has adopted Ind AS and the adoption was carried out in accordance with Ind AS 101, First-Time Adoption of Indian Accounting Standards. The transition was carried out from the Accounting Principles generally accepted in India as prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013 ('the 2013 Act') / Companies Act 1956 ('the 1956 Act') as applicable Indian GAAP. For all the periods upto 31st March 2019, Company prepared its financial statements in accordance with Indian GAAP. These financial statements for the year ended 31 March 2020 are the first the Company has prepared in accordance with Ind AS. Refer to note 4 for information on how the Company adopted Ind AS.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The Company's presentation and functional currency is Indian Rupees (₹) and all values are rounded to the nearest rupees in lakhs.

#### 2.2 Use of estimates

The preparation of the Company's Ind AS financial statements requires management to make informed judgements, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected. In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- **Useful lives of property, plant & equipment:** The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. (Refer Note-5)
- **Impairment of investments in subsidiaries:** The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss. (Refer Note-7a)
- **Provision for income tax and deferred tax assets:** The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.
- **Employee benefits:** The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note.



### 3 Significant accounting policies

#### 3.1 Current and Non-current classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.

An asset is treated as Current when it is –

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:-

It is expected to be settled in normal operating cycle;

- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### 3.2 Property, plant and equipment

Recognition and measurement

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.
- b) Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment loss, if any.
- c) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes) after deducting trade discounts and rebates, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- d) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- e) Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.
- f) Major spare parts which meet the definition of property plant and equipment are capitalized as property, plant and equipment. In other cases, the spare parts are inventorised on procurement and charged to Statement of Profit & Loss on issue/consumption.

#### Capital work-in-progress:

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

#### 3.3 Intangible assets:

Intangible assets acquired separately are measured at cost of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any. Intangible assets are amortized over their respective estimated useful life which reflects the manner in which the economic benefit is expected to be generated. The estimated useful life of amortizable intangibles is reviewed at the end of each reporting period and change in estimates if any are accounted for on a prospective basis.

#### 3.4 Depreciation

Depreciation on Tangible Fixed Assets is provided on written down value method over the useful lives of assets estimated by the management.

The estimated useful lives are as mentioned below:

Type of Asset	Useful Lives
Buildings	60 Years
Office Equipments	5 Years
Furniture & Fixtures	10 Years
Vehicles	8 Years
Computer Equipments	3 Years

Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.

Intangible assets are amortized over a period of its useful life as estimated by the management.

Softwares having specific estimated life are depreciated over a period of their useful life considering the straight line method of depreciation.

### 3.5 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

### 3.6 Transaction in Foreign Currency

Foreign currency transactions are recorded at the exchange rate prevailing on the date of such transaction. Foreign currency monetary assets and liabilities are reported using the closing rate. Gains and losses arising on account of difference in foreign exchange rates on settlement/translation of monetary assets and liabilities on the closing date are recognized in the Statement of Profit and Loss.

### 3.7 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### 3.7.1 Cash and cash equivalents

Cash comprises cash on hand and demand / short term deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

#### 3.7.2 Investments

Investments in liquid funds and equity shares are primarily held for Company's temporary cash requirements and can be readily convertible in cash. These investments are initially recorded at fair value and classified as fair value through profit or loss.

The Company measures investment in subsidiaries at cost less provision for impairment, if any.

#### 3.7.3 Trade receivables

Trade receivables are amounts due from customers for sale of services in the ordinary course of business. Trade receivables are initially recognized at its transaction price which is considered to be its fair value and are classified as current assets as it is expected to be received in the normal operating cycle of the business.

#### 3.7.4 Borrowings

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

#### 3.7.5 Trade payables

Trade payables are amounts due to vendors for purchase of goods and services in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid in the normal operating cycle of the business.

#### 3.7.6 Other financial assets and liabilities

Other non-derivative financial instruments are initially recognized at fair value and subsequently measured at amortized costs using the effective interest method.

#### 3.7.7 De-recognition of financial assets and liabilities

The Company derecognizes a financial asset when the contractual right to the cash flows from the asset expires or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction which substantially all the risk and rewards of ownership of the financial asset are transferred. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired; the difference between the carrying amount of derecognized financial liability and the consideration paid is recognized as profit or loss.

### 3.8 Leases - Company as a lessee

The Company has adopted Ind AS 116 - Leases effective 1 April 2019, using the modified retrospective method. However there is no significant impact due to this on the Company's financial statements. The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

### 3.9 Impairment of assets

#### Financial assets

At each balance sheet date, the Company assesses whether a financial asset is to be impaired. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

#### Non-financial assets

##### Tangible and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent. When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, such that the increase in the carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

### 3.10 Revenue Recognition

The Company derives revenues primarily from consulting, technology, outsourcing, next-generation services and software. Contracts with customers are either on a time, unit of work, fixed-price or on a fixed-timeframe basis.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved in writing by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these services ("transaction price"). When there is uncertainty as to collect ability, revenue recognition is postponed until such uncertainty is resolved.

The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. The Company allocates the transaction price to each distinct performance obligation based on the relative standalone selling price. The price that is regularly charged for a service when sold separately is the best evidence of its relative standalone selling price.

### 3.11 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.



### 3.12 Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 3.13 Employees Benefit

Short term employee benefits: Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year for which the related service is rendered.

#### Long term employee benefits:

##### a) Defined Contribution Plan:

As per applicable laws the eligible employees of the company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and company make monthly contribution at specified percentage of the covered employee salary. The contributions as specified under the law are paid to the respective provident fund authorities as specified by law as per the scheme framed under the governing laws.

##### b) Defined benefit plans:

The company has not formulated any specific terms of employment providing for specific retirement benefits. However as per applicable laws, the company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees at retirement, death/disablement while in employment or termination of employment, of an amount equivalent to 15 days salary with reference to the number of completed year of service and last drawn salary. As required under Ind AS 19 "Employee Benefits", the company has not made any provision as of now but proposes to account for liability for gratuity payable in future based on an independent actuarial valuation.

##### c) Termination benefits

Termination benefits are charged to the Statement of Profit and Loss in the year of accrual when the Company is committed without any possibility of withdrawal of an offer made to either terminate employment before the normal retirement date or as a result of an offer made to encourage voluntary retirement.

### 3.14 Taxes on income

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively.

Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction are not recognized.

Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to do the same.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the assets can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

### 3.15 Earning Per Share

Basic earnings per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Dilutive earning per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

## 4 Explanation of transition to Ind AS

As stated in Note 2.1, these are the Company's first financial statements prepared in accordance with Ind AS. For the year ended 31 March 2019, the Company had prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 2 and 3 have been applied in preparing these financial statements for the year ended 31 March 2020 including the comparative information for the year ended 31 March 2019 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2018.

In preparing its Ind AS balance sheet as at 1 April 2018 and in presenting the comparative information for the year ended 31 March 2019, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company financial position, financial performance and cash flows.

### Optional exemptions availed and mandatory exceptions

In preparing these financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

#### A. Optional exemptions availed

##### 1. Property plant and equipment

As per Ind AS 101 an entity may elect to:

- (i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date
- (ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
  - fair value;
  - or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.
- (iii) use carrying values of property, plant and equipment as on the date of transition to Ind AS (which are measured in accordance with previous GAAP prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment.

##### 2. Investments in subsidiaries in separate financial statement:

The Company has measured investment in subsidiaries at previous GAAP carrying amount as deemed cost on transition to Ind AS in the separate financial statements.

##### 3. Designation of previously recognised financial instruments:

The Company has classified other investment in equity instruments at fair value through other profit and loss.

#### B. Mandatory exceptions

##### 1. Estimates

Ind AS estimates on the date of transition are consistent with the estimates as at the same date made in conformity with previous GAAP.

##### 2. Derecognition of financial assets and liabilities

The Company has applied the de-recognition requirements of Ind AS 109 prospectively from the date of transition to Ind AS.

##### 4 Explanation of transition to Ind AS (Continued)

### 3. Classification and measurement of financial assets

The Company has assessed classification and measurement of financial assets based on facts and circumstances prevalent on the date of transition to Ind AS.

### 4. Impairment of financial assets :

The Company has applied impairment requirements of Ind AS 109 retrospectively to financial instruments and concluded that there is no need to recognize any additional loss allowance on financial assets.

#### Reconciliation of Total equity

(Amount in Lakhs)			
Particulars	Foot Notes	As at March 31, 2019	As at April 1, 2018
<b>Total equity (Shareholder's fund) as per previous GAAP</b>		8260.35	7980.86
FV of financial assets - current investments	A	(17.34)	(44.01)
Deferred tax on transitional adjustments	B	(829.56)	(905.84)
Revaluation reserve addition reversed*		(2.05)	-
<b>Total equity under IndAS</b>		<b>7411.40</b>	<b>7031.01</b>

#### Reconciliation of total comprehensive income

Particulars	Foot Notes	Year ended March 31, 2019
<b>Profit after tax as per previous GAAP</b>		585.74
Fair value of financial assets - current investments	A	26.67
Depreciation on revaluation amount*		(308.31)
Deferred tax on transitional adjustments	B	76.29
<b>Profit after tax as per IndAS</b>		<b>380.39</b>
Other comprehensive income (net of tax)		-
<b>Total Comprehensive income under IndAS</b>		<b>380.39</b>

#### \*Due to earlier GAAP error

#### Notes to the reconciliation between previous GAAP and IndAS:

- (A) **Fair value of financial assets - current investments** : Under IndAS, Investments in mutual funds and other equity instruments are classified at fair value through profit or loss. Under previous GAAP, the same were carried at cost or market value. This difference has resulted in decrease in equity under Ind AS by Rs. 17.34 lakhs as at 31 March 2019 (Rs. 44.01) lakhs as at 1 April 2018 and increase of profit by Rs. 26.67 lakhs for the year ended 31 March 2019.
- (B) **Deferred tax on transitional adjustments** : Under Ind AS, transitional adjustments are recognised net of applicable deferred tax. This difference has resulted in decrease in equity under IndAS by Rs. 829.56 lakhs as at 31 March 2019 and decrease in equity as at 1 April 2018 by Rs. 905.85 lakhs and increase in profit by Rs. 76.29 lakhs for the year ended 31 March 2019.

#### Cash flow statement

The transition from previous GAAP to IndAS has not had a material impact on the statement of cash flows.

#### Prior period comparatives

Previous year's figures have been regrouped/reclassified wherever necessary to confirm with current year's classification.



**5 Property, plant and equipment**  
**Reconciliation of carrying amount**

(Amount in Lakhs)

Particulars	Land and Building	Office Equipments	Furnitures and Fixtures	Vehicles	Computers	Total
<b>Gross carrying amount</b>						
Deemed cost as at 1 April 2018	5,208.66	38.30	48.87	112.45	80.22	5,488.51
Additions	203.11	21.76	18.92	18.33	122.54	384.64
Disposals	-	(0.04)	-	-	(8.87)	(8.90)
<b>Balance at 31 March 2019</b>	<b>5,411.77</b>	<b>60.02</b>	<b>67.79</b>	<b>130.78</b>	<b>193.89</b>	<b>5,864.25</b>
Balance at 1 April 2019	5,411.77	60.02	67.79	130.78	193.89	5,864.25
Additions	312.51	16.73	95.34	17.37	137.42	579.36
Disposals	-	-	-	-	-	-
<b>Balance at 31 March 2020</b>	<b>5,724.28</b>	<b>76.75</b>	<b>163.13</b>	<b>148.15</b>	<b>331.31</b>	<b>6,443.61</b>
<b>Accumulated depreciation</b>						
Depreciation for the year ended 31 March 2019	367.09	11.50	14.88	37.91	69.15	500.52
Disposals	-	-	-	-	-	-
<b>Balance at 31 March 2019</b>	<b>367.09</b>	<b>11.50</b>	<b>14.88</b>	<b>37.91</b>	<b>69.15</b>	<b>500.52</b>
Balance at 1 April 2019	367.09	11.50	14.88	37.91	69.15	500.52
Depreciation for the year	204.14	16.11	22.94	30.64	121.80	395.63
Disposals	-	-	-	-	-	-
<b>Balance at 31 March 2020</b>	<b>571.23</b>	<b>27.61</b>	<b>37.82</b>	<b>68.55</b>	<b>190.95</b>	<b>896.15</b>
<b>Carrying amount (net)</b>						
As at 31 March 2019	5,044.68	48.51	52.91	92.87	124.75	5,363.72
<b>As at 31 March 2020</b>	<b>5,153.05</b>	<b>49.14</b>	<b>125.31</b>	<b>79.60</b>	<b>140.36</b>	<b>5,547.46</b>

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Capital Work-in-Progress - Office Building</b>	9.14	-
<b>As at March 31, 2020</b>	<b>9.14</b>	<b>-</b>

**Note (\*)** : Depreciation is not recorded on Capital Work in Progress until construction and installation is complete and the asset is ready for its intended use.

**6 Intangible Assets** (Amount in Lakhs)  
**Reconciliation of carrying amount**

Particulars	Software and Licenses	Total
<b>Cost or deemed cost (gross carrying amount)</b>		
<b>Balance at 1 April 2018</b>	-	-
Additions	30.69	30.69
Disposals	-	-
<b>Balance at 31 March 2019</b>	<b>30.69</b>	<b>30.69</b>
Balance at 1 April 2019	30.69	30.69
Additions	9.58	9.58
Disposals	-	-
<b>Balance at 31 March 2020</b>	<b>40.27</b>	<b>40.27</b>
<b>Accumulated depreciation</b>		
Balance at 1 April 2018	-	-
Depreciation for the year	4.30	4.30
Disposals	-	-
<b>Balance at 31 March 2019</b>	<b>4.30</b>	<b>4.30</b>
Balance at 1 April 2019	4.30	4.30
Depreciation for the year	7.66	7.66
Disposals	-	-
<b>Balance at 31 March 2020</b>	<b>11.96</b>	<b>11.96</b>
<b>Carring amount (net)</b>		
As at 1 April 2018	-	-
As at 31 March 2019	26.39	26.39
<b>As at 31 March 2020</b>	<b>28.31</b>	<b>18.73</b>

**Note :** Intangible assets consist of rights under licensing agreement and software licences which are amortised over licence period which equates the economic useful life ranging between 2-5 years on a straight-line basis over the period of its economic useful life.

**7 Investments**

Particulars	(Amount in Lakhs)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>(a) Non-current investments</b>			
<b>Investments carried at cost</b>			
<b>Equity instruments of subsidiaries, Unquoted</b>			
Airan Global Private Limited	220.00	220.00	200.00
Airan Singapore Private Limited	4.87	4.87	4.87
Airan UK Limited	0.09	-	-
Airan Australia Pty Limited	0.05	0.05	-
Airan BPO Private Limited	2.20	2.20	-
Cqub Infosystems Private Limited	15.00	15.00	15.00
<b>Total Non-current investments</b>	<b>242.21</b>	<b>242.12</b>	<b>219.87</b>
*All the subsidiaries are wholly owned subsidiaries of Airan Limited.			
<b>(b) Current investments</b>			
<b>Investments carried at fair value through profit or loss</b> (Refer Note-28)			
Investment in Equity Shares of other Companies, Quoted	76.43	105.13	141.07
Investment in Liquid Mutual Funds, Quoted		510.29	858.50
<b>Total Current investments</b>	<b>76.43</b>	<b>615.42</b>	<b>999.57</b>

**8 Loans**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Unsecured, considered good</b>			
Loans and advances to related parties	-	-	140.00
Loans and advances to Inter Corporates *	2057.44	1537.30	935.76
Loans and Advances to Employees	20.02	11.82	17.89
<b>Total Loans</b>	<b>2077.46</b>	<b>1549.12</b>	<b>1093.65</b>
Current	2077.46	1549.12	1093.65

\* Loans and Advances to Inter Corporates are given for Business Purposes and Yields fixed Interest Rate.

**9 Other Financial Assets**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Security deposits	126.55	78.03	80.05
Receivable from Suppliers for Fixed Assets	191.00	191.27	51.00
Advance to / Receivable from Suppliers	12.39	-	-
<b>Total Other financial assets</b>	<b>329.94</b>	<b>269.30</b>	<b>131.05</b>
Current	329.94	269.30	131.05

**10 Other non-current assets**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Investments in bullions	-	-	4.18
	-	-	4.18

**11 Trade Receivables**

(Amount in Lakhs)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Unsecured, considered good	1490.47	888.78	763.04
<b>Total Trade receivables</b>	<b>1490.47</b>	<b>888.78</b>	<b>763.04</b>
	1490.47	888.78	763.04

**12 Cash and Bank Balances**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Cash and cash equivalents</b>			
<b>Cash on hand</b>			
At Company	10.10	15.48	0.96
At E Stamping Counters	0.42	4.04	16.33
<b>Bank balances</b>	122.18	134.83	75.12
	<b>132.70</b>	<b>154.35</b>	<b>92.41</b>

**13 Other Current Assets**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Income Tax Refunds	0.99	16.33	16.33
Other Current Assets	35.92	14.43	182.39
Stock Holding Corporation of India - E Registration	-	9.95	37.82
Stock Holding Corporation of India - E Stamp	-	-	144.59
Advance tax (net of provision of tax)	21.84	-	-
<b>Total</b>	<b>58.75</b>	<b>40.71</b>	<b>381.13</b>



## 14 Share Capital

Particulars	(Amount in Lakhs)					
	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	No. of Shares	(₹)	No. of Shares	(₹)	No. of Shares	(₹)
<b>Authorized</b>						
Equity shares of Rs 2/- each with voting rights	1300.00	2600.00	650.00	1300.00	650.00	1300.00
	<b>1300.00</b>	<b>2600.00</b>	<b>650.00</b>	<b>1300.00</b>	<b>650.00</b>	<b>1300.00</b>
<b>Issued, subscribed and fully paid-up</b>						
Equity shares of Rs 2/- each with voting rights	1250.20	2500.40	625.10	1250.20	625.10	1250.20
<b>Total</b>	<b>1250.20</b>	<b>2500.40</b>	<b>625.10</b>	<b>1250.20</b>	<b>625.10</b>	<b>1250.20</b>

(Refer notes (i) to (iv) below)

### Notes:

#### (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
At the beginning of the year	625.10	1250.20	625.10	1250.20
Changes in equity share during the year	625.10	1250.20	-	-
At the end of the year	1250.20	2500.40	625.10	1250.20

The company issued bonus shares in ration of 1:1 during the year

#### (ii) Details of rights, preferences and restrictions attached to the equity shares

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of company after settlement of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

#### (iii) Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares held	% holding in that class of shares	No. of Shares held	% holding in that class of shares
<b>Equity shares of Rs. 2/- each fully paid</b>				
Sandeepkumar Vishwananth Agrawal	158,20,000	12.65%	79,10,000	12.65%
Poonam Sandeepkumar Agrawal	124,00,000	9.92%	62,00,000	9.92%
Sandeep Vishwananth Agrawal HUF	167,00,000	13.36%	83,50,000	13.36%
Airan Network Pvt. Ltd.	420,00,000	33.59%	210,00,000	33.59%

#### (iv) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	Aggregate number of shares				
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
<b>Equity shares with voting rights</b>					
Fully paid up pursuant to contracts without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	625.10	-	-	-	-
Shares bought back	-	-	-	-	-

## 15 Other Equity

(Amount in Lakhs)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Securities premium</b>			
As per last balance sheet	1426.61	1426.61	1426.61
Less : on issue of shares	(1250.20)	-	-
<b>Total A</b>	<b>176.41</b>	<b>1426.61</b>	<b>1426.61</b>
<b>Retained earnings</b>			
Opening balance	4734.59	4354.20	4354.20
Total Comprehensive income for the year	639.32	380.39	-
<b>Total B</b>	<b>5373.91</b>	<b>4734.59</b>	<b>4354.20</b>
<b>Total A + B</b>	<b>5550.32</b>	<b>6161.20</b>	<b>5780.81</b>

## Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders, debt, cash and cash equivalents. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, borrowings, interest accrued on it less cash and cash equivalents.

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Borrowings (Note 16a & 16b)	764.04	682.60	867.78
Other financial liabilities (Note 19)	1.17	1.44	1.44
Less : Cash and cash equivalent (Note 12)	10.52	19.52	17.29
Less : Other Bank Balances (Note 12)	122.18	134.83	75.12
<b>Net debt (A)</b>	<b>632.52</b>	<b>529.69</b>	<b>776.82</b>
<b>Total Equity (As per Balance sheet) (B)</b>	<b>8050.72</b>	<b>7411.40</b>	<b>7031.01</b>
<b>Gearing ratio A/B</b>	<b>0.08</b>	<b>0.07</b>	<b>0.11</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2020 and 31 March 2019.

## Earnings per share (EPS)

Basic and diluted earnings per share

The calculation of basic earnings per share is based on loss attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Profit attributable to the equity shareholders of the Company	639.32	380.39
Weighted average number of equity shares	121262568	121262568
Basic and diluted earnings per share (EPS)	0.53	0.31

**16(a) Non-current Borrowings**

(Amount in Lakhs)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Term loans</b>			
Secured	600.33	633.28	857.55
	<b>600.33</b>	<b>633.28</b>	<b>857.55</b>

**Nature of security**

The above Borrowing are Secured By: Term Loans are taken from Yes Bank Only. They are Secured by charge on Property Plant and Equipments and charge on many office buildings located at Kirtiman Complex, Ahmedabad. They carries interest rate from 9% to 11.50% p.a. All The loans taken from Yes Bank are repayable in Equated Monthly Instalments

**16(b) Current borrowings**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Unsecured loans</b>			
Working Capital Loan from Banks \$	163.71	49.33	10.23
	<b>163.71</b>	<b>49.33</b>	<b>10.23</b>

**\$Nature of security:**

The above cash credit & short term loans from banks are secured by Lien on Property at 12, Abhilasha, Inquilab Society, Gulbai Tekra, Ahmedabad.

**17 Deferred tax liabilities / (assets) net**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Deferred tax liabilities / (assets) in relation to:			
Property, plant and equipment	728.12	840.51	920.17
Financial assets at fair value through profit or loss	(21.33)	(4.82)	(12.24)
<b>Net deferred tax liabilities</b>	<b>706.79</b>	<b>835.69</b>	<b>907.92</b>

**18 Trade Payables**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Total outstanding dues of creditors other than micro enterprises and small enterprises	58.59	2.25	1.11
<b>Total</b>	<b>58.59</b>	<b>2.25</b>	<b>1.11</b>

**19 Other Financial Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Security Deposits from Customers	1.17	1.44	1.44
<b>Total</b>	<b>1.17</b>	<b>1.44</b>	<b>1.44</b>
<b>Current</b>	<b>1.17</b>	<b>1.44</b>	<b>1.44</b>



**20 Other Current Liabilities**

(Amount in Lakhs)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Statutory Remittances (PF, ESIC, GST, TDS etc.)	172.51	151.71	105.97
Provision for Income Tax	-	7.37	-
Salary, Bonus & LE Payable	232.04	55.65	-
Other expenses payables	7.00	1.80	-
<b>Total</b>	<b>411.55</b>	<b>216.53</b>	<b>105.97</b>

**21 Revenue from operations**

Particulars	As at March 31, 2020	As at March 31, 2019
Service income*	5666.65	4412.53
	<b>5666.65</b>	<b>4412.53</b>

\*Service income is mainly from business auxillary services

**22 Other income**

Particulars	As at March 31, 2020	As at March 31, 2019
Dividend Income	-	1.35
Interest Income	186.61	141.33
Rent Income	6.10	6.04
Gain / (loss) on current investments*	(43.85)	111.99
Misc Income	0.21	6.47
<b>Total</b>	<b>149.07</b>	<b>267.18</b>

\* Gain / (loss) on realised on Sale of current investments is Rs. 30.45 lakhs

\* Gain/loss on current investments carried at fair value through profit or loss (net) is Rs. (74.31) lakhs

**23 Direct Expenses**

Particulars	As at March 31, 2020	As at March 31, 2019
Co-Ordinator Charges	784.15	561.18
Data Processing Exp.	700.04	799.12
Vendor Related Expenses	42.75	73.75
Financial Consultancy Charges	-	50.00
Online Marketing & Visiblity Support Services	50.16	14.93
<b>Total</b>	<b>1577.10</b>	<b>1498.98</b>

**24 Employee benefits**

Particulars	As at March 31, 2020	As at March 31, 2019
Salaries & Wages, Bonus, LE, Gratuity, etc.	2359.07	1560.76
Directors Remuneration	53.95	32.43
Contribution to Provident and other funds	38.88	30.57
Employee Welfare & Training expenses	34.22	51.58
	<b>2486.12</b>	<b>1675.34</b>

**25 Finance costs**

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
Interest Expenses	69.02	86.82
Other Finance Costs	1.76	5.19
	<b>70.78</b>	<b>92.01</b>

**26 Other expenses**

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
Advertisement Exps	3.91	11.16
Audit Fees	6.47	5.72
Bank & Demat Charges	1.84	0.02
Business Promotion Exps	23.02	5.83
CSR & Donation Exps	12.44	1.01
Communication Expenses	61.57	47.48
Directors Sitting Fees	1.98	1.66
Electricity Exps	41.00	23.41
Insurance Exps	3.37	3.73
IPO Exp. & Market Making Exps	-	3.00
Legal, Professional & Consultancy Fees	12.99	20.03
Permanent diminution in value of PPE	-	10.93
Office, Administrative & Misc Exps	20.22	28.32
Petrol & Conveyance Exps	53.75	58.81
Rent Exps	77.71	15.69
Repairing & Maint. Exps	57.08	47.44
Stationery & Printing & Related Exps	37.98	28.20
Statutory Compliance & Local Tax Exps.	29.13	23.80
Software / Website Licences & Support Exps	29.45	12.88
Tour & Travelling & Transport Exps	46.23	21.79
<b>Total</b>	<b>520.15</b>	<b>370.90</b>
<b>Payment to auditors:</b>		
For statutory audit	1.50	1.20
For tax audit	0.60	0.60
Out of pocket expenses	-	-
<b>Total</b>	<b>2.10</b>	<b>1.80</b>

## 27 Income tax

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
<b>A. Expense / (benefit) recognised in statement of profit and loss:</b>		
Current tax	250.00	229.50
Deferred tax	(128.90)	(72.23)
<b>Total Tax expense recognised in the current year</b>	<b>121.10</b>	<b>157.27</b>
<b>B. Expense / (benefit) recognised in statement of Other comprehensive income:</b>	-	-
	-	-
<b>C. Reconciliation of effective tax rate</b>		
Profit before income taxes	760.42	537.66
Enacted rate in India	25.17%	27.82%
Expected income tax expenses	191.38	149.58
<b>Adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
Effect of expenses not deductible in determining taxable profit	59.40	84.99
Decrease in net deferred tax liability on account of Property, Plant and equipment and financial assets	(128.90)	(72.23)
Other items	(0.78)	(5.06)
<b>Income tax expenses recognised in the statement of profit and loss</b>	<b>121.10</b>	<b>157.27</b>
<b>Effective tax rate</b>	<b>15.92%</b>	<b>29.25%</b>

## 28 Financial instruments - Fair value and risk management

## A. Financial assets and financial liabilities

The carrying value and fair value of financial instruments by category is as follows:

Particulars	Note	As at March 31, 2020		As at March 31, 2019	
		Fair Value	Carrying Value	Fair Value	Carrying Value
<b>Financial assets</b>					
<b>At amortised cost</b>					
Trade receivables	11	1490.47	1490.47	888.77	888.77
Cash and bank balances	12	132.70	132.70	154.35	154.35
Loans	8	2077.46	2077.46	1549.12	1549.12
Other financial assets	9	58.75	58.75	269.30	269.30
<b>At fair value through profit or loss</b>					
Investments in Mutual funds		-	-	510.29	510.29
Investments in Equity shares, quoted		76.43	76.43	105.13	105.13
<b>Financial liabilities</b>					
<b>At amortised cost</b>					
Borrowings	16(a&b)	764.04	764.04	682.60	682.60
Trade payables	18	58.59	58.59	2.25	2.25
Other financial liabilities	19	1.17	1.17	1.44	1.44

## Fair value hierarchy:

The following table categorise the financial assets and liabilities held at fair value by the valuation methodology applied in determining their fair value.

As at 31 March 2020		Level 1	Level 2	Level 3	Total
Investments in Equity shares, quoted	7(b)	76.43	-	-	76.43
<b>As at 31 March 2019</b>		<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Investments in Mutual funds	7(b)	510.29	-	-	510.29
Investments in Equity shares, quoted	7(b)	105.13	-	-	105.13



### Determination of fair values:

**Investment in mutual funds :** The fair values represent net asset value as stated by the issuers of these mutual fund units in the published statements. Net asset values represent the price at which the issuer will issue further units in the mutual fund and the price at which issuers will redeem such units from the investors.

**Investment in Equity shares, quoted :** Equity investments traded in an active market determined by reference to their quoted market prices.

## B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

a) credit risk b) liquidity risk c) market risk

### i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors along with the top management are responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company,

### ii. Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade receivables, certain loans and advances and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure.

The maximum exposure to credit risk for trade and other receivables are as follows:

Particulars	Note	Carrying Amount (Amount in Lakhs)		
		As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Trade receivables	11	1490.47	888.77	763.05
Cash and cash equivalents	12	132.70	154.35	92.41
Loans	8	2077.46	1549.12	1093.65
Other financial assets	9	329.94	269.30	131.05
		<b>4030.56</b>	<b>2861.55</b>	<b>2080.15</b>

### Trade receivables

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

The Company's exposure to credit risk for trade receivables by relationship is as follows:

(Amount in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Third party customers	1490.47	888.77	763.05
Related parties	-	-	-

**Other financial assets**

This balance primarily constitute of Bank fixed deposits having maturity of more than 12 months.

**Cash and cash equivalents**

The Company held cash and cash equivalents with credit worthy banks and financial institutions as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due.

**iii. Liquidity risks**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has current financial assets which the management believes is sufficient to meet all its liabilities maturing during the next 12 months.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, including contractual interest.

**As at 31 March 2020**

(Amount in Lakhs)

Particulars	Carrying Amount	Total	12 Months or Less	More than 12 Months
Borrowings	764.04	764.04	764.04	-
Trade payables	58.59	58.59	58.59	-
Other financial liabilities	1.17	1.17	1.17	-
	823.80	823.80	823.80	-

**As at 31 March 2019**

Particulars	Carrying Amount	Total	12 Months or Less	More than 12 Months
Borrowings	682.60	682.60	682.60	-
Trade payables	2.25	2.25	2.25	-
Other financial liabilities	1.44	1.44	1.44	-
	686.29	686.29	686.29	-

**As at 1 April 2018**

Particulars	Carrying Amount	Total	12 Months or Less	More than 12 Months
Borrowings	867.78	867.78	867.78	-
Trade payables	1.11	1.11	1.11	-
Other financial liabilities	1.44	1.44	1.44	-
	870.33	870.33	870.33	-

**Financial instruments - Fair value and risk management (continued)**
**iv. Market risks**

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is exposed to market risk primarily related to foreign exchange rate risk (currency risk), interest rate risk and the market value of its investments. Thus the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

**29 Contingent liabilities and commitments (to the extent not provided for)**

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
<b>Contingent liabilities</b>		
<b>Claims against the Company not acknowledged as debts:</b>		
Disputed demand of income tax for which appeals have been preferred	103.84	-

**30 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	As at March 31, 2020	As at March 31, 2019
(I) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors

There are no Micro and Small Enterprises, to whom the Company owes dues as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.



### 31 Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components and for which discrete financial information is available. The Company's chief operating decision-maker (CODM) is considered to be the Company's Managing Director ('MD'). The Company is engaged in the business of The Company is a leading provider of consulting, technology, outsourcing and next generation digital services & software, enabling clients to execute strategies for their digital transformation. Information reported to and evaluated regularly by the CODM for the purposes of resource allocation and assessing performance focuses on the business as a whole and accordingly, in the context of Operating Segment as defined under the Indian Accounting Standard 108 'Segment Information', there is no separate reportable segment. Further Company provides its services only in India and hence there is no separate reportable segment in this context.

### 32 Related party disclosures

#### Details of related parties Description of relationship

#### Names of related parties

(I) Key Management Personnel (KMP)

Sandeepkumar Agrawal  
Poonam Agrawal  
Abhishek Agrawal  
Sarita Aggarwal  
Manish Iyer  
Bhoomika Gupta  
Jayesh Jain  
Siddharth Dugar  
Ajit Jain  
Krunal Jethva  
CS Stuti Kinariwala

(ii) Relative of Key Management Personnel (KMP)

Abhilasha Agrawal  
Juli Jethva

(iii) Subsidiary Companies

Airan Global Private Limited  
Airan Singapore Private Limited  
Airan Australia Pty Limited  
Airan UK Limited  
Airan BPO Pvt. Ltd.  
Cqub Infosystems Private Limited

(iv) Enterprises over which Key Managerial Personnel are able to exercise significant influence

Airan Network Private Limited

Note: Related parties have been identified by the Management.

#### Details of related party transactions during the year ended 31 March, 2020 and balances outstanding as at 31 March, 2020:

(Amount in Lakhs)

Particulars	KMP		Relative of KMP		Total	
	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019
Director Remuneration	53.95	32.42	-	-	53.95	32.43
Salary and Allowances	10.46	9.31	14.83	10.47	25.29	19.78
Director Sitting Fees	1.98	1.66	-	-	1.98	1.66
Loan taken	-	-	-	-	-	-
Repayment of loans	-	-	-	-	-	-
Closing balance as at year end	-	-	-	-	-	-

#### Notes:

(i) There are no amounts due to or due from related parties which have been written off / written back during the year.

(ii) Figures in brackets relate to the previous year

(iii) Remuneration does not include Gratuity and Leave encashment which is computed for the Company as a whole.

### 33 Details of leasing arrangements

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
The Company has entered into operating lease arrangements for certain facilities and office premises.		
Lease payments recognized in the Statement of Profit & Loss	77.71	15.69

### 34 Corporate Social responsibility

Details of Corporate Social Responsibility (CSR) expenditure:

Particulars	As at March 31, 2020	As at March 31, 2019
	A. Gross amount required to be spent during the year	11.87
B. Amount spent:	-	-
(i) On construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above *	11.96	-

\* Amount of Rs. 7 Lakhs from above has been spent on CSR subsequent to 31 March 2020.

For **DEORA MAHESHWARI & CO.**  
Chartered Accountants  
Firm's Registration Number: 123009W

CA Aditya Deora  
Partner  
M. No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Krunal Jethva  
(Chief Financial Officer)

Poonam Agrawal  
(Executive Director)

CS Stuti Kinariwala  
(Company Secretary)

# Financial Statements Consolidated





## Independent Auditors' Report

### To The Members of Airan Limited Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the Consolidated Financial Statements of Airan Limited ("the Company"), which comprise the Consolidated Balance Sheet as at 31 March 2020, and the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("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 31 March 2020, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters and there are no Key audit matters to this report.

#### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the Consolidated Financial Statements and our auditors' report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated 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 AS and other accounting principles generally accepted in India. 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Consolidated Financial Statements comply with the AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:  
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DEORA MAHESHWARI & CO.  
Chartered Accountants  
Firm's Registration Number: 123009W

CA. Aditya Deora  
Partner  
Membership No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

### **Annexure A to the Independent Auditors' Report**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Airan Limited of even date)

#### **Report on the Internal Financial Control 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 Airan Limited ("the company") as of March 31, 2020 in conjunction with our audit of the financial statements of the company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Control**

The Board of Directors of the Company 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 respective 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.



### Auditor's 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 of Auditing, issued by ICAI and 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. These Standards and the Guidance Notes required 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 were 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 systems over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining and understanding of internal financial controls over financial reporting, assessing the risk that material weakness exists, and testing and evaluating the design and operating effectiveness of the internal control based on the assessed risk. The procedures selected depends on the auditors' judgement, 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 of our audit opinion of the company's internal financial controls system over financial reporting.

### 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 the management and directors of the company;
- (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 Control over Financial Reporting

Because of the inherent limitations of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to fraud or error may occur and not be detected. Also, projections of any evaluation of the internal financial control 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.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, 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, 2020, 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 ICAI.

For DEORA MAHESHWARI & CO.  
Chartered Accountants  
Firm's Registration Number: 123009W

CA. Aditya Deora  
Partner  
Membership No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

### Annexure - B to the Independent Auditors' Report

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Airan Limited of even date)

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i. In respect of the Company's fixed assets:
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. The Company has a program of verification to cover all the items of its fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. In accordance with this program, certain fixed assets were physically verified during the year. According to information and explanations given to us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the Balance Sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the Consolidated Financial Statements, the lease agreements are in the name of the Company.
- ii. The Company is in the business of providing Business Auxiliary & Support services and does not have any physical inventories. Accordingly, reporting under Clause 3 (ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us, the Company has not granted unsecured loans to anybody corporate, covered in the register maintained under Section 189 of the Companies Act, 2013, in respect of which.
  - a. The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
  - b. The schedule of repayment of principal and payment of interest has been stipulated and repayments or receipts of principal amounts and interest have been regular as per stipulations.
  - c. There is no overdue amount remaining outstanding as at the year-end
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under Section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under Clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues :
  - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Goods and Service Tax, Value Added Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Value Added Tax, Goods and Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable except for the following:

Name of Statute	Nature of Dues	Amount (Rs. In Lakhs)	Period	Forum Where Dispute is Pending
The Income Tax Act, 1961	Income Tax	103.84	Assessment Year 2017-18	Commissioner of Income Tax (Appeals)

- viii. The Company has not defaulted in the repayment of loans or borrowings to a financial institution or a bank or government and has not issued any debentures during the year during the year.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments), hence reporting under Clause 3(ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. The Company is not a nidhi company and hence, reporting under Clause 3(xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Consolidated Financial Statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence, reporting under Clause 3(xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence provisions of Section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under Section 45-I A of the Reserve Bank of India Act, 1934.

For DEORA MAHESHWARI & CO.  
Chartered Accountants  
Firm's Registration Number: 123009W

CA. Aditya Deora  
Partner  
Membership No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad



# Consolidated Balance Sheet as at 31 March 2020

(All amounts are in Rupees in Lakhs, except share data and as stated)

(Amount in Lakhs)				
Particulars	Note No.	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>ASSETS</b>				
<b>Non-current assets</b>				
Property, plant and equipment	5	5695.56	5522.54	5631.34
Capital work in progress	5	9.13	-	4.45
Intangible assets	6	39.17	36.43	9.00
Goodwill		14.20	14.20	14.00
Other non-current assets	10	-	-	4.18
<b>Total non-current assets</b>		<b>5758.06</b>	<b>5573.17</b>	<b>5662.97</b>
<b>Current assets</b>				
Financial Assets				
i) Investments	7	99.83	615.42	999.57
ii) Trade receivables	11	1516.89	938.69	763.45
iii) Cash and cash equivalents	12	15.11	23.91	18.15
iv) Other Bank Balances	12	218.53	246.04	87.95
iv) Loans	8	2462.32	1949.49	1783.65
v) Other financial assets	9	329.94	269.30	88.41
Other current assets	13	85.41	95.09	502.84
<b>Total current assets</b>		<b>4728.03</b>	<b>4137.94</b>	<b>4244.02</b>
<b>Total assets</b>		<b>10486.09</b>	<b>9711.11</b>	<b>9906.99</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
Equity Share Capital	14	2500.40	1250.20	1250.20
Other Equity	15	5673.91	6251.01	5836.61
<b>Total Equity</b>		<b>8174.31</b>	<b>7501.21</b>	<b>7086.81</b>
<b>Liabilities</b>				
<b>Non-current liabilities</b>				
Financial Liabilities				
i) Borrowings	16(a)	600.33	633.28	857.55
Deferred tax liabilities	17	708.58	837.49	907.93
<b>Total non-current liabilities</b>		<b>1308.91</b>	<b>1470.77</b>	<b>1765.48</b>
<b>Current liabilities</b>				
Financial Liabilities				
i) Borrowings	16(b)	501.92	470.14	660.23
ii) Trade Payables	18	61.41	21.26	1.11
iii) Other financial liabilities	19	14.50	1.44	1.44
Other current liabilities	20	425.04	246.29	391.92
<b>Total current liabilities</b>		<b>1002.87</b>	<b>739.13</b>	<b>1054.70</b>
<b>Total Liabilities</b>		<b>2311.78</b>	<b>2209.90</b>	<b>2820.18</b>
<b>Total Equity And Liabilities</b>		<b>10486.09</b>	<b>9711.11</b>	<b>9906.99</b>
<b>Significant accounting policies</b>	3			

The notes referred to above form an integral part of these financial statements

As per our report of even date attached

For **DEORA MAHESHWARI & CO.**

Chartered Accountants

Firm's Registration Number: 123009W

CA Aditya Deora

Partner

M. No. 160575

UDIN: 20160575AAAAAY3100

Date : June 20, 2020

Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)

# Consolidated Statement of Profit and Loss

for the year ended 31 March 2020

(All amounts are in Rupees in Lakhs, except share data and as stated)

Particulars	Note No.	(Amount in Lakhs)	
		For the year ended March 31, 2020	For the year ended March 31, 2019
Revenue from operations	21	5767.95	4852.67
Other income	22	191.42	310.63
<b>Total income</b>		<b>5959.37</b>	<b>5163.30</b>
<b>Expenses</b>			
Direct expenses	23	1582.73	1741.54
Employee benefits expense	24	2550.96	1819.31
Finance costs	25	71.11	92.38
Depreciation and amortisation expense	5&6	413.76	514.93
Other expenses	26	537.08	411.57
<b>Total expenses</b>		<b>5155.64</b>	<b>4579.73</b>
<b>Profit before tax</b>		<b>803.73</b>	<b>583.57</b>
<b>Tax expense</b>			
Current tax		(260.22)	(239.64)
Deferred tax		128.90	70.43
		<b>(131.32)</b>	<b>(169.21)</b>
<b>Profit for the year</b>		<b>672.42</b>	<b>414.36</b>
<b>Other comprehensive income net of taxes</b>			
<b>Items that will be reclassified subsequently to profit or loss</b>			
Exchange difference in translating financial statements of foreign operations		0.62	-
Net other comprehensive income to be reclassified subsequently to profit or loss		<b>0.62</b>	-
Other comprehensive income for the year, net of tax		0.62	-
<b>Total comprehensive income for the year</b>		<b>673.04</b>	<b>414.36</b>
<b>Earnings per share: (Nominal value per equity share of Rs. 2 each)</b>			
Basic and diluted	15	<b>0.55</b>	<b>0.34</b>
Significant accounting policies	3		

The notes referred to above form are an integral part of these financial statements

As per our report of even date attached

For **DEORA MAHESHWARI & CO.**  
Chartered Accountants  
Firm's Registration Number: 123009W

CA Aditya Deora  
Partner  
M. No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)

# Consolidated Statement of Changes in Equity

for the year ended 31 March 2020

(All amounts are in Rupees in Lakhs, except share data and as stated)

## a. Equity share capital

	Note 14
Balance as at 1 April 2018	1250.20
Changes in equity share capital during 2018-19	-
<b>Balance as at 31 March 2019</b>	<b>1250.20</b>
Changes in equity share capital during 2019-20 (Issue of Bonus Shares in ratio of 1:1)	1250.20
<b>Balance as at 31 March 2020</b>	<b>2500.40</b>

## b. Other equity

	Note 15		Total
	Share premium	Reserves and surplus Retained earnings	
<b>Balance at 1 April 2018</b>	<b>1426.61</b>	<b>4410.04</b>	<b>5836.65</b>
Profit or loss and Total comprehensive income for the period	-	414.36	414.36
<b>Balance at 31 March 2019</b>	<b>1426.61</b>	<b>4824.40</b>	<b>6251.01</b>
	Share premium	Reserves and surplus Retained earnings	Total
<b>Balance at 1 April 2019</b>	<b>1426.61</b>	<b>4824.46</b>	<b>6251.07</b>
<b>Total comprehensive income for the year ended 31 March 2020</b>			
Profit or loss for the period	-	672.42	672.42
Other comprehensive income (net of tax) (note)	-	0.62	0.62
<b>Total comprehensive income</b>	<b>-</b>	<b>673.04</b>	<b>673.04</b>
<b>Transactions with Owners in their capacity as Owners</b>			
Utilized during the year for issue of bonus shares	(1250.20)	-	(1250.20)
<b>Balance at 31 March 2020</b>	<b>176.41</b>	<b>5497.50</b>	<b>5673.91</b>

Significant accounting policies (Note-3)

The notes referred to above form are an integral part of these financial statements

As per our report of even date attached

For **DEORA MAHESHWARI & CO.**  
Chartered Accountants  
Firm's Registration Number: 123009W

CA Aditya Deora  
Partner  
M. No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)



# Consolidated Statement of Cash Flows

for the year ended 31 March 2020

(All amounts are in Rupees in Lakhs, except share data and as stated)

Particulars	Note No.	(Amount in Lakhs)	
		For the year ended March 31, 2020	For the year ended March 31, 2019
<b>A. CASH FROM OPERATING ACTIVITY :</b>			
<b>NET PROFIT BEFORE TAX &amp; EXTRA ORDINARY ITEMS :</b>		<b>801.60</b>	<b>865.21</b>
Adjustment For :			
Depreciation		413.69	206.61
FV Adjustment on current investments		76.00	-
Finance Cost / Interest Exp.		71.11	87.19
Interest Income		(225.43)	(183.66)
Dividend Income		-	(1.35)
(Profit) / Loss on Sale of Assets		-	7.35
Amortisation of Preliminary Expenses		3.87	1.26
<b>Operating Activity Before Working Capital Changes : (a)</b>		<b>1140.85</b>	<b>982.62</b>
Adjustment For :			
(Increase) / Decrease in Current Assets		(574.49)	(166.11)
(Increase) / Decrease in Trade & Other Receivables		(591.72)	(162.81)
(Increase) / Decrease in Other Current Assets		44.79	385.86
<b>Operating Activity After Changes in Current Assets</b>		<b>19.43</b>	<b>1039.56</b>
Increase / (Decrease) in Current Liabilities		-	-
(Decrease)/increase in trade payables		56.34	(7.72)
(Decrease)/increase in Provisions		157.77	(144.39)
Income Tax Paid: ('c)		(254.91)	(245.49)
<b>Cash Flow before Extraordinary Items : (a+b+c)</b>		<b>(21.38)</b>	<b>641.95</b>
<b>Net Cash Flow from Operating Activities : (A)</b>		<b>(21.38)</b>	<b>641.95</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>			
Purchase of Property, Plant & Equipment and Intangible Assets		(677.99)	(438.00)
Proceeds from disposal of Property, Plant & Equipment and Intangible Assets		-	5.73
(Purchase)/ Sale of Current Investments (Note-7)		510.31	388.63
Dividend Income		-	1.35
Interest Income		225.43	183.66
<b>Net Cash Flow from Investing Activities : (B)</b>		<b>57.76</b>	<b>141.38</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>			
Proceeds from / (Repayment of) Short Term Borrowings		31.38	(330.09)
Proceeds from / (Repayment of) Long Term Borrowings		(32.95)	(204.28)
Finance Cost / Interest Exp.		(71.11)	(87.19)
<b>Net Cash Flow from Financing Activities : (C)</b>		<b>(72.69)</b>	<b>(621.56)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalent : (A + B + C) = (D)</b>		<b>(36.21)</b>	<b>161.77</b>
Cash & Cash Equivalents (Opening):			
Cash on Hand		23.91	19.62
Balance with Banks		246.04	88.56
		<b>269.95</b>	<b>108.18</b>
Cash & Cash Equivalents (Closing):	12		
Cash on Hand		15.11	23.91
Balance with Banks		218.53	246.04
		<b>233.64</b>	<b>269.95</b>
Significant accounting policies	3		

The notes referred to above form are an integral part of these financial statements  
As per our report of even date attached

For **DEORA MAHESHWARI & CO.**  
Chartered Accountants  
Firm's Registration Number: 123009W

CA Aditya Deora  
Partner  
M. No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)

## Notes on Consolidated Financial Statements for the year ended 31st March 2020

### 1 Corporate information

Airan Limited is a public company incorporated under provisions of Companies Act, 1956. The Company is a leading provider of consulting, technology, outsourcing and next generation digital services & software, enabling clients to execute strategies for their digital transformation. Strategic objective of the company is to build a suitable organisation that remains relevant to the agenda of clients, while creating growth opportunities for employees and generating profitable returns for investors. The Company's strategy is to be a navigator for our clients as they ideate on, plan and execute their journey to a digital future. The Consolidated Financial Statements comprise financial statements of "Airan Limited" ("the Holding Company") and its subsidiaries (collectively referred to as "the Group") for the year ended 31st March 2020.

#### 1(a) Statement of Compliance

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time.

#### 2(a) Basis of preparation of financial statements

##### 2.1 Basis of Preparation and presentation

The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities which have been measured at fair value

The Company has adopted IndAS and the adoption was carried out in accordance with IndAS 101, First-Time Adoption of Indian Accounting Standards. The transition was carried out from the Accounting Principles generally accepted in India as prescribed under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014 and the relevant provisions of the Companies Act, 2013 ('the 2013 Act') / Companies Act 1956 ('the 1956 Act') as applicable Indian GAAP. For all the periods upto 31st March 2019, Company prepared its financial statements in accordance with (Indian GAAP). These financial statements for the year ended 31 March 2020 are the first the Company has prepared in accordance with Ind AS. Refer to note 4 for information on how the Company adopted Ind AS.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company's presentation and functional currency is Indian Rupees (₹) and all values are rounded to the nearest Rupees in Lakhs

##### 2.2 Use of estimates

The preparation of the Company's IndAS financial statements requires management to make informed judgements, reasonable assumptions and estimates that affect the amounts reported in the financial statements and notes thereto. Uncertainty about these could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in the future periods. These assumptions and estimates are reviewed periodically based on the most recently available information. Revisions to accounting estimates are recognized prospectively in the Statement of Profit & Loss in the period in which the estimates are revised and in any future periods affected.

In the assessment of the Company, the most significant effects of use of judgments and/or estimates on the amounts recognized in the financial statements relate to the following areas:

- **Useful lives of property, plant & equipment:** The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods. (Refer Note-5)
- **Impairment of investments in subsidiaries:** The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.
- **Provision for income tax and deferred tax assets:** The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period
- **Employee benefits:** The accounting of employee benefit plans in the nature of defined benefit requires the Company to use assumptions. These assumptions have been explained under employee benefits note.

## 2(b) Principles of Consolidation

- a) The financial statements of the Holding Company and its subsidiaries are combined on a line by line basis by adding together like items of assets, liabilities, equity, incomes, expenses and cash flows, after fully eliminating intra-group balances and intra-group transactions.
- b) Profits or losses resulting from intra-group transactions that are recognised in assets, such as Inventory and Property, Plant and Equipment, are eliminated in full.
- c) In case of foreign subsidiaries, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve (FCTR).
- d) Goodwill represents the difference between the Company's share in the net worth of subsidiaries and the cost of acquisition at each point of time of making the investment in the subsidiaries.
- e) The audited / unaudited financial statements of foreign subsidiaries / joint ventures / associates have been prepared in accordance with the Generally Accepted Accounting Principle of its Country of Incorporation or Accounting Standards.
- f) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The carrying amount of the parent's investment in each subsidiary is offset (eliminated) against the parent's portion of equity in each subsidiary.
- g) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as on the date of disposal is recognised in the Consolidated Statement of Profit and Loss being the profit or loss on disposal of investment in subsidiary.
- h) Non-Controlling Interest's share of profit / loss of consolidated subsidiaries for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to shareholders of the Company.

## 3 Significant accounting policies

### 3.1 Current and Non-current classification

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification. An asset is treated as Current when it is –

- Expected to be realised or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### 3.2 Property, plant and equipment

#### Recognition and measurement

- a) The cost of an item of property, plant and equipment is recognized as an asset only if it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably.
- b) Property, plant and equipment are stated at cost net of accumulated depreciation and accumulated impairment loss, if any.



- c) The initial cost of an asset comprises its purchase price or construction cost (including import duties and non-refundable taxes) after deducting trade discounts and rebates, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation (if any) and the applicable borrowing cost till the asset is ready for its intended use.
- d) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- e) Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.
- f) Major spare parts which meet the definition of property plant and equipment are capitalized as property, plant and equipment. In other cases, the spare parts are inventorised on procurement and charged to Statement of Profit & Loss on issue/consumption.

#### Capital work-in-progress:

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

### 3.3 Intangible assets:

Intangible assets acquired separately are measured at cost of acquisition. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment losses, if any.

Intangible assets are amortized over their respective estimated useful life which reflects the manner in which the economic benefit is expected to be generated. The estimated useful life of amortizable intangibles is reviewed at the end of each reporting period and change in estimates if any are accounted for on a prospective basis.

### 3.4 Depreciation

Depreciation on Tangible Fixed Assets is provided on written down value method over the useful lives of assets specified in Part C of Schedule II to the Companies Act 2013 read with the relevant notifications issued by the Department of Company affairs.

The estimated useful lives are as mentioned below:

Type of Asset	Useful Live
Buildings	60 Years
Office Equipments	5 Years
Furniture & Fixtures	10 Years
Vehicles	8 Years
Computer Equipments	3 Years

Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition/disposal.

Intangible assets are amortized over a period of its useful life as estimated by the management.

Softwares having specific estimated life are depreciated over a period of their useful life considering the straight line method of depreciation.

### 3.5 Cash flow Statement

Cash flows are reported using the indirect method, whereby profit/(loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

### 3.6 Transaction in Foreign Currency

Foreign currency transactions are recorded at the exchange rate prevailing on the date of such transaction. Foreign currency monetary assets and liabilities are reported using the closing rate. Gains and losses arising on account of difference in foreign exchange rates on settlement/translation of monetary assets and liabilities on the closing date are recognized in the Statement of Profit and Loss.

### 3.7 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### 3.7.1 Cash and cash equivalents

Cash comprises cash on hand and demand / short term deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### 3.7.2 Investments

Investments in liquid funds and equity shares are primarily held for Company's temporary cash requirements and can be readily convertible in cash. These investments are initially recorded at fair value and classified as fair value through profit or loss.

The Company measures investment in subsidiaries at cost less provision for impairment, if any.

### 3.7.3 Trade receivables

Trade receivables are amounts due from customers for sale of services in the ordinary course of business. Trade receivables are initially recognized at its transaction price which is considered to be its fair value and are classified as current assets as it is expected to be received in the normal operating cycle of the business.

### 3.7.4 Borrowings

Borrowings are initially recorded at fair value and subsequently measured at amortized costs using effective interest method. Transaction costs are charged to statement of profit and loss as financial expenses over the term of borrowing.

### 3.7.5 Trade payables

Trade payables are amounts due to vendors for purchase of goods and services in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid in the normal operating cycle of the business.

### 3.7.6 Other financial assets and liabilities

Other non-derivative financial instruments are initially recognized at fair value and subsequently measured at amortized costs using the effective interest method.

### 3.7.7 De-recognition of financial assets and liabilities

The Company derecognizes a financial asset when the contractual right to the cash flows from the asset expires or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction which substantially all the risk and rewards of ownership of the financial asset are transferred. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired; the difference between the carrying amount of derecognized financial liability and the consideration paid is recognized as profit or loss.

### 3.8 Leases - Company as a lessee

The Company has adopted Ind AS 116 - Leases effective 1 April 2019, using the modified retrospective method. However there is no significant impact due to this on the Company's financial statements. The Company, as a lessee, recognises a right-of-use asset and a lease liability for its leasing arrangements, if the contract conveys the right to control the use of an identified asset. The contract conveys the right to control the use of an identified asset, if it involves the use of an identified asset and the Company has substantially all of the economic benefits from use of the asset and has right to direct the use of the identified asset. The cost of the right-of-use asset shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date plus any initial direct costs incurred. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

For short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the lease term.

### 3.9 Impairment of assets

#### Financial assets

At each balance sheet date, the Company assesses whether a financial asset is to be impaired. The Company measures the loss allowance for financial assets at an amount equal to lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If the credit risk on a financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for financial assets at an amount equal to 12-month expected credit losses. The Company uses both forward-looking and historical information to determine whether a significant increase in credit risk has occurred.

## Non-financial assets

### Tangible and Intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss to such extent. When an impairment loss subsequently reverses, the carrying amount of the asset (or a CGU) is increased to the revised estimate of its recoverable amount, such that the increase in the carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised immediately in statement of profit and loss.

### 3.10 Revenue Recognition

The Company derives revenues primarily from consulting, technology, outsourcing, next-generation services and software. Contracts with customers are either on a time, unit of work, fixed-price or on a fixed-timeframe basis.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved in writing by the parties to the contract, the parties to the contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognized upon transfer of control of promised services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. The Company allocates the transaction price to each distinct performance obligation based on the relative standalone selling price. The price that is regularly charged for a service when sold separately is the best evidence of its relative standalone selling price.

### 3.11 Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of these assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in statement of profit and loss in the period in which they are incurred.

### 3.12 Provisions and Contingencies

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

### 3.13 Employees Benefit

Short term employee benefits:

Short term employee benefits are recognized as expenses at the undiscounted amount in the Statement of Profit and Loss of the year for which the related service is rendered.

Long term employee benefits:

#### a) Defined Contribution Plan:

As per applicable laws the eligible employees of the company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and company make monthly contribution at specified percentage of the covered employee salary. The contributions as specified under the law are paid to the respective provident fund authorities as specified by law as per the scheme framed under the governing laws.



**b) Defined benefit plans:**

The company has not formulated any specific terms of employment providing for specific retirement benefits. However as per applicable laws, the company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees at retirement, death/disablement while in employment or termination of employment, of an amount equivalent to 15 days salary with reference to the number of completed year of service and last drawn salary. As required under Ind AS 19 "Employee Benefits", the company has not made any provision as of now but proposes to account for liability for gratuity payable in future based on an independent actuarial valuation.

**c) Termination benefits:**

Termination benefits are charged to the Statement of Profit and Loss in the year of accrual when the Company is committed without any possibility of withdrawal of an offer made to either terminate employment before the normal retirement date or as a result of an offer made to encourage voluntary retirement.

**3.14 Taxes on income**

Income tax expense comprises current and deferred tax expense. Income tax expenses are recognized in statement of profit and loss, except when they relate to items recognized in other comprehensive income or directly in equity, in which case, income tax expenses are also recognized in other comprehensive income or directly in equity respectively.

Current tax is the tax payable on the taxable profit for the year, using tax rates enacted or substantively enacted by the end of reporting period by the governing taxation laws, and any adjustment to tax payable in respect of previous periods. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred taxes arising from deductible and taxable temporary differences between the tax base of assets and liabilities and their carrying amount in the financial statements are recognized using substantively enacted tax rates and laws expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled. The deferred tax arising from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction are not recognized.

Deferred tax asset are recognized only to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to do the same.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which gives rise to future economic benefits in the form of adjustment of future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the assets can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

**3.15 Earning Per Share**

Basic earnings per share is computed and disclosed using the weighted average number of common shares outstanding during the year. Dilutive earning per share is computed and disclosed using the weighted average number of common and dilutive common equivalent shares outstanding during the year, except when the results would be anti-dilutive.

**4 Explanation of transition to Ind AS**

As stated in Note 2.1, these are the Company's first financial statements prepared in accordance with Ind AS. For the year ended 31 March 2019, the Company had prepared its financial statements in accordance with Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act ('previous GAAP').

The accounting policies set out in Note 2 and 3 have been applied in preparing these financial statements for the year ended 31 March 2020 including the comparative information for the year ended 31 March 2019 and the opening Ind AS balance sheet on the date of transition i.e. 1 April 2018.

In preparing its Ind AS balance sheet as at 1 April 2018 and in presenting the comparative information for the year ended 31 March 2019, the Company has adjusted amounts reported previously in financial statements prepared in accordance with previous GAAP. This note explains the principal adjustments made by the Company in restating its financial statements prepared in accordance with previous GAAP, and how the transition from previous GAAP to Ind AS has affected the Company financial position, financial performance and cash flows.

### Optional exemptions availed and mandatory exceptions

In preparing these financial statements, the Company has applied the below mentioned optional exemptions and mandatory exceptions.

#### A. Optional exemptions availed

##### 1. Property plant and equipment

As per Ind AS 101 an entity may elect to:

- (i) measure an item of property, plant and equipment at the date of transition at its fair value and use that fair value as its deemed cost at that date
- (ii) use a previous GAAP revaluation of an item of property, plant and equipment at or before the date of transition as deemed cost at the date of the revaluation, provided the revaluation was, at the date of the revaluation, broadly comparable to:
  - fair value;”
  - or cost or depreciated cost under Ind AS adjusted to reflect, for example, changes in a general or specific price index.
- (iii) use carrying values of property, plant and equipment as on the date of transition to Ind AS (which are measured in accordance with previous GAAP prescribed under Ind AS 101) if there has been no change in its functional currency on the date of transition.

As permitted by Ind AS 101, the Company has elected to continue with the carrying values under previous GAAP for all the items of property, plant and equipment.

##### 2. Investments in subsidiaries in separate financial statement:

The Company has measured investment in subsidiaries at previous GAAP carrying amount as deemed cost on transition to IndAS in the separate financial statements.

##### 3. Designation of previously recognised financial instruments:

The Company has classified other investment in equity instruments at fair value through other profit and loss.

#### B. Mandatory exceptions

##### 1. Estimates

Ind AS estimates on the date of transition are consistent with the estimates as at the same date made in conformity with previous GAAP.

##### 2. Derecognition of financial assets and liabilities

The Company has applied the de-recognition requirements of Ind AS 109 prospectively from the date of transition to Ind AS.

##### 4. Explanation of transition to Ind AS (Continued)

##### 3. Classification and measurement of financial assets

The Company has assessed classification and measurement of financial assets based on facts and circumstances prevalent on the date of transition to Ind AS.

##### 4. Impairment of financial assets:

The Company has applied impairment requirements of Ind AS 109 retrospectively to financial instruments and concluded that there is no need to recognize any additional loss allowance on financial assets.

### Reconciliation of Total equity

Particulars	Foot Notes	(Amount in Lakhs)	
		As at March 31, 2019	As at April 1, 2018
<b>Total equity (Shareholder's fund) as per previous GAAP</b>		8350.16	8036.67
FV of financial assets - current investments	A	(17.34)	(44.01)
Deferred tax on transitional adjustments	B	(829.56)	(905.85)
Revaluation reserve addition reversed*		(2.05)	-
<b>Total equity under IndAS</b>		<b>7501.21</b>	<b>7086.81</b>

## Reconciliation of total comprehensive income

(Amount in Lakhs)

Particulars	Foot Notes	Year ended March 31, 2019
<b>Profit after tax as per previous GAAP</b>		619.71
Fair value of financial assets - current investments	<b>A</b>	26.67
Depreciation on revaluation amount*		(308.31)
Deferred tax on transitional adjustments	<b>B</b>	76.29
<b>Profit after tax as per IndAS</b>		<b>414.36</b>
Other comprehensive income (net of tax)		-
<b>Total Comprehensive income under IndAS</b>		<b>414.36</b>

**\*Due to earlier GAAP error****Notes to the reconciliation between previous GAAP and IndAS:**

- (A) **Fair value of financial assets - current investments** : Under IndAS, Investments in mutual funds and other equity instruments are classified at fair value through profit or loss. Under previous GAAP, the same were carried at cost or market value. This difference has resulted in decrease in equity under Ind AS by Rs. 17.34 lakhs as at 31 March 2019 (Rs. 44.01) lakhs as at 1 April 2018 and increase of profit by Rs. 26.67 lakhs for the year ended 31 March 2019.
- (B) **Deferred tax on transitional adjustments** : Under Ind AS, transitional adjustments are recognised net of applicable deferred tax. This difference has resulted in decrease in equity under IndAS by Rs. 829.56 lakhs as at 31 March 2019 and decrease in equity as at 1 April 2018 by Rs. 905.85 lakhs and increase in profit by Rs. 76.29 lakhs for the year ended 31 March 2019.

**Cash flow statement**

The transition from previous GAAP to IndAS has not had a material impact on the statement of cash flows.

**Prior period comparatives**

Previous year's figures have been regrouped/reclassified wherever necessary to confirm with current year's classification.



**5 Property, plant and equipment**  
**Reconciliation of carrying amount**

(Amount in Lakhs)

Particulars	Land and Building	Office Equipments	Furnitures and Fixtures	Vehicles	Computers	Total
<b>Gross carrying amount</b>						
Deemed cost as at 1 April 2018	6001.43	74.21	140.58	238.75	610.91	7065.88
Additions	215.28	22.80	25.93	22.74	123.97	410.72
Disposals	(2.05)	(0.04)	-	-	(8.87)	(10.96)
<b>Balance at 31 March 2019</b>	<b>6214.66</b>	<b>96.97</b>	<b>166.50</b>	<b>261.49</b>	<b>726.01</b>	<b>7465.63</b>
Balance at 1 April 2019	6214.66	96.97	166.50	261.49	726.01	7465.63
Additions	312.50	16.97	95.34	17.37	138.51	580.68
Disposals	-	-	-	-	-	-
<b>Balance at 31 March 2020</b>	<b>6527.16</b>	<b>113.94</b>	<b>261.84</b>	<b>278.86</b>	<b>864.51</b>	<b>8046.32</b>
<b>Accumulated depreciation</b>						
Depreciation for the year ended 31 March 2019	1025.01	47.38	106.84	164.23	599.64	1943.09
Disposals	-	-	-	-	-	-
<b>Balance at 31 March 2019</b>	<b>1025.01</b>	<b>47.38</b>	<b>106.84</b>	<b>164.23</b>	<b>599.64</b>	<b>1943.09</b>
Balance at 1 April 2019	1025.01	47.38	106.84	164.23	599.64	1943.09
Depreciation for the year	211.20	17.96	24.69	32.01	121.80	407.67
Disposals	-	-	-	-	-	-
<b>Balance at 31 March 2020</b>	<b>1236.21</b>	<b>65.34</b>	<b>131.53</b>	<b>196.24</b>	<b>721.45</b>	<b>2350.76</b>
<b>Carrying amount (net)</b>						
As at 31 March 2019	5189.65	49.60	59.67	97.26	126.36	5522.54
<b>As at 31 March 2020</b>	<b>5290.96</b>	<b>48.60</b>	<b>130.32</b>	<b>82.62</b>	<b>143.07</b>	<b>5695.56</b>

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Capital Work-in-Progress - Office Building</b>	9.13	-
<b>As at March 31, 2020</b>	<b>9.13</b>	<b>-</b>

**Note (\*)** : Depreciation is not recorded on Capital Work in Progress until construction and installation is complete and the asset is ready for its intended use.

**6 Intangible Assets** (Amount in Lakhs)  
**Reconciliation of carrying amount**

Particulars	Software and Licenses	Total
<b>Cost or deemed cost (gross carrying amount)</b>		
Balance at 1 April 2018	9.00	9.00
Additions	31.75	31.75
Disposals	-	-
<b>Balance at 31 March 2019</b>	<b>40.75</b>	<b>40.75</b>
Balance at 1 April 2019	40.75	40.75
Additions	10.90	10.90
Disposals	-	-
<b>Balance at 31 March 2020</b>	<b>51.65</b>	<b>51.65</b>
<b>Accumulated depreciation</b>		
Balance at 1 April 2018	-	-
Depreciation for the year	4.32	4.32
Disposals	-	-
<b>Balance at 31 March 2019</b>	<b>4.32</b>	<b>4.32</b>
Balance at 1 April 2019	4.32	4.32
Depreciation for the year	8.16	8.16
Disposals	-	-
<b>Balance at 31 March 2020</b>	<b>12.48</b>	<b>12.48</b>
<b>Carring amount (net)</b>		
As at 1 April 2018	9.00	9.00
As at 31 March 2019	36.43	36.43
<b>As at 31 March 2020</b>	<b>39.17</b>	<b>39.17</b>

**Note :** Intangible assets consist of rights under licensing agreement and software licences which are amortised over licence period which equates the economic useful life ranging between 2-5 years on a straight-line basis over the period of its economic useful life.

**7 Investments**

Particulars	(Amount in Lakhs)		
	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Investments carried at fair value through profit or loss</b> (Refer Note-28)			
Investment in Equity Shares of other Companies, Quoted	99.83	105.13	141.07
Investment in Liquid Mutual Funds, Quoted		510.29	858.50
<b>Total investments</b>	<b>99.83</b>	<b>615.42</b>	<b>999.57</b>

**8 Loans**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Unsecured, considered good</b>			
Loans and advances to related parties	-	-	140.00
Loans and advances to Inter Corporates *	2442.29	1937.67	960.00
Loans and Advances to Employees	20.02	11.82	17.89
<b>Total Loans</b>	<b>2462.32</b>	<b>1949.49</b>	<b>1117.89</b>
Current	2462.32	1949.49	1117.89

\* Loans and Advances to Inter Corporates are given for Business Purposes and Yeilds fixed Interest Rate.

**9 Other Financial Assets**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Security deposits	126.55	78.03	37.41
Receivable from Suppliers for Fixed Assets	191.00	191.27	51.00
Receivable from Suppliers	12.39	-	-
<b>Total Other financial assets</b>	<b>329.94</b>	<b>269.30</b>	<b>88.41</b>
<b>Current</b>	<b>329.94</b>	<b>269.30</b>	<b>88.41</b>

**10 Other non-current assets**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Investments in bullions	-	-	4.18
	-	-	<b>4.18</b>

**11 Trade Receivables**

(Amount in Lakhs)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Unsecured, considered good	1516.89	938.69	763.45
<b>Total Trade receivables</b>	<b>1516.89</b>	<b>938.69</b>	<b>763.45</b>
	1516.89	938.69	763.45

**12 Cash and Bank Balances**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Cash and cash equivalents</b>			
<b>Cash on hand</b>			
At Company	14.68	19.86	1.82
At E Stamping Counters	0.43	4.05	16.33
<b>Bank balances</b>	218.53	246.04	87.95
	<b>233.64</b>	<b>269.95</b>	<b>106.10</b>

**13 Other Current Assets**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Income Tax Refunds	0.99	-	16.33
Other Current Assets	62.59	95.09	304.10
Stock Holding Corporation of India - E Registration	-	-	37.82
Stock Holding Corporation of India - E Stamp	-	-	144.59
Advance tax (net of provision of tax)	21.84	-	-
<b>Total</b>	<b>85.41</b>	<b>95.09</b>	<b>502.84</b>



## 14 Share Capital

Particulars	(Amount in Lakhs)					
	As at March 31, 2020		As at March 31, 2019		As at April 1, 2018	
	No. of Shares	(₹)	No. of Shares	(₹)	No. of Shares	(₹)
<b>Authorized</b>						
Equity shares of Rs 2/- each with voting rights	1300.00	2600.00	650.00	1300.00	650.00	1300.00
	<b>1300.00</b>	<b>2600.00</b>	<b>650.00</b>	<b>1300.00</b>	<b>650.00</b>	<b>1300.00</b>
<b>Issued, subscribed and fully paid-up</b>						
Equity shares of Rs 2/- each with voting rights	1250.20	2500.40	625.10	1250.20	625.10	1250.20
<b>Total</b>	<b>1250.20</b>	<b>2500.40</b>	<b>625.10</b>	<b>1250.20</b>	<b>625.10</b>	<b>1250.20</b>

(Refer notes (i) to (iv) below)

## Notes:

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year**

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
<b>At the beginning of the year</b>	625.10	1250.20	625.10	1250.20
Changes in equity share during the year	625.10	1250.20	-	-
<b>At the end of the year</b>	<b>1250.20</b>	<b>2500.40</b>	<b>625.10</b>	<b>1250.20</b>

**(ii) Details of rights, preferences and restrictions attached to the equity shares**

The Company has only one class of equity shares having par value of Rs. 2 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of company after settlement of all liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(iii) Details of shareholders holding more than 5% shares in the company**

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares held	% holding in that class of shares	No. of Shares held	% holding in that class of shares
<b>Equity shares of Rs. 2/- each fully paid</b>				
Sandeepkumar Vishwananth Agrawal	158,20,000	12.65%	79,10,000	12.65%
Poonam Sandeepkumar Agrawal	124,00,000	9.92%	62,00,000	9.92%
Sandeep Vishwananth Agrawal HUF	167,00,000	13.36%	83,50,000	13.36%
Airan Network Pvt. Ltd.	420,00,000	33.59%	210,00,000	33.59%

**(iv) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:**

Particulars	Aggregate number of shares				
	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
<b>Equity shares with voting rights</b>					
Fully paid up pursuant to contracts without payment being received in cash	-	-	-	-	-
Fully paid up by way of bonus shares	625.10	-	-	-	-
Shares bought back	-	-	-	-	-

## 15 Other Equity

(Amount in Lakhs)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Securities premium</b>			
As per last balance sheet	1426.61	1426.61	1426.61
Less : on issue of shares	(1250.20)	-	-
<b>Total A</b>	<b>176.41</b>	<b>1426.61</b>	<b>1426.61</b>
<b>Retained earnings</b>			
Opening balance	4824.40	4410.04	4410.04
Total Comprehensive income for the year	673.04	414.36	-
<b>Total B</b>	<b>5497.44</b>	<b>4824.40</b>	<b>4410.04</b>
<b>Total A + B</b>	<b>5673.85</b>	<b>6251.01</b>	<b>5836.65</b>

## Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders, debt, cash and cash equivalents. The primary objective of the Company's capital management is to maximise the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total equity. The Company includes within net debt, borrowings, interest accrued on it less cash and cash equivalents.

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Borrowings (Note 16a & 16b)	1102.25	1103.41	1517.78
Other financial liabilities (Note 19)	14.50	1.44	1.44
Less : Cash and cash equivalent (Note 12)	15.11	23.91	18.15
Less : Other Bank Balances (Note 12)	218.53	246.04	87.95
<b>Net debt (A)</b>	<b>883.11</b>	<b>834.91</b>	<b>1413.13</b>
<b>Total Equity (As per Balance sheet) (B)</b>	<b>8174.31</b>	<b>7501.21</b>	<b>7086.81</b>
<b>Gearing ratio A/B</b>	<b>0.11</b>	<b>0.11</b>	<b>0.20</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2020 and 31 March 2019.

## Earnings per share (EPS)

Basic and diluted earnings per share

The calculation of basic earnings per share is based on loss attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Profit attributable to the equity shareholders of the Company	672.42	414.36
Weighted average number of equity shares	121262568	121262568
Basic and diluted earnings per share (EPS)	0.55	0.34

**16(a) Non-current Borrowings**

(Amount in Lakhs)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Term loans</b>			
Secured	600.33	633.28	857.55
	<b>600.33</b>	<b>633.28</b>	<b>857.55</b>

**Nature of security**

The above Borrowing are Secured By: Term Loans are taken from Yes Bank Only. They are Secured by charge on Property Plant and Equipments and charge on many office buildings located at Kirtiman Complex, Ahmedabad. They carries interest rate from 9% to 11.50% p.a. All The loans taken from Yes Bank are repayable in Equated Monthly Instalments

**16(b) Current borrowings**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
<b>Secured loans</b>			
Working Capital Loan from Banks \$	163.71	49.33	10.23
<b>Unsecured loans</b>			
Unsecured loans from Inter Corporates	338.21	420.81	650.00
	<b>501.92</b>	<b>470.14</b>	<b>660.23</b>

**\$Nature of security:**

The above cash credit & short term loans from banks are secured by Lien on Property at 12, Abhilasha, Inquilab Society, Gulbai Tekra, Ahmedabad.

**17 Deferred tax liabilities / (assets) net**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Deferred tax liabilities / (assets) in relation to:			
Property, plant and equipment	729.92	887.49	920.17
Financial assets at fair value through profit or loss	(21.33)	(4.82)	(12.24)
<b>Net deferred tax liabilities</b>	<b>708.59</b>	<b>882.66</b>	<b>907.92</b>

**18 Trade Payables**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Total outstanding dues of creditors other than micro enterprises and small enterprises	61.41	21.26	1.11
<b>Total</b>	<b>61.41</b>	<b>21.26</b>	<b>1.11</b>

**19 Other Financial Liabilities**

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Security Deposits from Customers	14.50	1.44	1.44
<b>Total</b>	<b>14.50</b>	<b>1.44</b>	<b>1.44</b>
<b>Current</b>	14.50	1.44	1.44



## 20 Other Current Liabilities

(Amount in Lakhs)			
Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Statutory Remittances (PF, ESIC, GST, TDS etc.)	175.88	156.24	110.05
Provision for Income Tax	5.65	7.91	-
Salary, Bonus & LE Payable	236.40	55.65	-
Other expenses payables	7.00	26.49	-
<b>Total</b>	<b>424.94</b>	<b>246.29</b>	<b>110.05</b>

## 21 Revenue from operations

Particulars	As at March 31, 2020	As at March 31, 2019
Service income*	5767.95	4852.67
	<b>5767.95</b>	<b>4852.67</b>

\*Service income is mainly from business auxillary services

## 22 Other income

Particulars	As at March 31, 2020	As at March 31, 2019
Dividend Income	-	1.35
Interest Income	225.44	183.66
Rent Income	6.10	6.04
Gain / (loss) on current investments*	(42.36)	112.44
Misc Income	2.25	7.13
<b>Total</b>	<b>191.42</b>	<b>310.63</b>

\* Gain / (loss) on realised on Sale of current investments is Rs. 31.32 lakhs

\* Gain/loss on current investments carried at fair value through profit or loss (net) is Rs. (73.68) lakhs

## 23 Direct Expenses

Particulars	As at March 31, 2020	As at March 31, 2019
Co-Ordinator Charges	784.15	561.70
Data Processing Exp.	705.67	950.95
Vendor Related Expenses	42.75	73.75
Financial Consultancy Charges	-	50.00
Online Marketing & Visiblity Support Services	50.16	14.93
Software Development Exp.	-	48.85
Telecalling Charges	-	10.00
Verification Charges	-	31.36
<b>Total</b>	<b>1,582.73</b>	<b>1,741.54</b>

## 24 Employee benefits

Particulars	As at March 31, 2020	As at March 31, 2019
Salaries & Wages, Bonus, LE, Gratuity, etc.	2423.91	1704.72
Directors Remuneration	53.95	32.43
Contribution to Provident and other funds	38.88	30.57
Employee Welfare & Training expenses	34.22	51.59
	<b>2550.96</b>	<b>1819.31</b>

**25 Finance costs**

(Amount in Lakhs)		
Particulars	As at March 31, 2020	As at March 31, 2019
Interest Expenses	69.35	87.19
Other Finance Costs	1.76	5.19
	<b>71.11</b>	<b>92.38</b>

**26 Other expenses**

Particulars	As at March 31, 2020	As at March 31, 2019
Advertisement Exps	3.91	16.71
Audit Fees	6.78	6.12
Bank & Demat Charges	2.17	0.47
Business Promotion Exps	23.02	5.83
CSR & Donation Exps	12.44	1.01
Communication Expenses	62.47	49.01
Directors Sitting Fees	1.98	1.66
Electricity Exps	41.41	24.07
Insurance Exps	3.37	3.73
IPO Exp. & Market Making Exps	-	3.00
Legal, Professional & Consultancy Fees	18.29	38.91
Permanent diminution in value of PPE	-	8.88
Office, Administrative & Misc Exps	27.65	35.79
Petrol & Conveyance Exps	54.15	59.86
Profit / Loss on Foreign Exchange	0.72	0.08
Rent Exps	77.78	16.25
Repairing & Maint. Exps	57.16	48.11
Stationery & Printing & Related Exps	38.11	29.91
Statutory Compliance & Local Tax Exps.	29.65	24.02
Software / Website Licences & Support Exps	29.45	13.37
Tour & Travelling & Transports Exps	46.56	24.79
<b>Total</b>	<b>537.08</b>	<b>411.57</b>
<b>Payment to auditors:</b>		
For statutory audit	1.75	1.55
For tax audit	0.60	0.60
Out of pocket expenses	-	-
<b>Total</b>	<b>2.35</b>	<b>2.15</b>

## 27 Income tax

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
<b>A. Expense / (benefit) recognised in statement of profit and loss:</b>		
Current tax	260.22	239.64
Deferred tax	(128.90)	(70.43)
<b>Total Tax expense recognised in the current year</b>	<b>131.32</b>	<b>169.21</b>
<b>B. Expense / (benefit) recognised in statement of Other comprehensive income:</b>	-	-
	-	-
<b>C. Reconciliation of effective tax rate</b>		
Profit before income taxes	803.73	583.57
Enacted rate in India	25.17%	27.82%
Expected income tax expenses	202.28	162.35
<b>Adjustments to reconcile expected income tax expense to reported income tax expense:</b>		
Effect of expenses not deductible in determining taxable profit	58.37	83.49
Decrease in net deferred tax liability on account of Property, Plant and equipment and financial assets	(128.90)	(70.43)
Other items	(0.43)	(6.20)
<b>Income tax expenses recognised in the statement of profit and loss</b>	<b>131.32</b>	<b>169.21</b>
<b>Effective tax rate</b>	<b>16.34%</b>	<b>29.00%</b>

## 28 Financial instruments - Fair value and risk management

## A. Financial assets and financial liabilities

The carrying value and fair value of financial instruments by category is as follows:

Particulars	Note	As at March 31, 2020		As at March 31, 2019	
		Fair Value	Carrying Value	Fair Value	Carrying Value
<b>Financial assets</b>					
<b>At amortised cost</b>					
Trade receivables	11	1516.89	1516.89	938.69	938.69
Cash and bank balances	12	233.64	233.64	269.95	269.95
Loans	8	2462.32	2462.32	1949.49	1949.49
Other financial assets	9	85.41	85.41	269.30	269.30
<b>At fair value through profit or loss</b>					
Investments in Mutual funds		-	-	510.29	510.29
Investments in Equity shares, quoted		99.83	99.83	105.13	105.13
<b>Financial liabilities</b>					
<b>At amortised cost</b>					
Borrowings	16(a&b)	1102.25	1102.25	1103.41	1103.41
Trade payables	18	61.41	61.41	21.26	21.26
Other financial liabilities	19	14.50	14.50	1.44	1.44

## Fair value hierarchy:

The following table categorise the financial assets and liabilities held at fair value by the valuation methodology applied in determining their fair value.

As at 31 March 2020		Level 1	Level 2	Level 3	Total
Investments in Equity shares, quoted	7	99.83	-	-	99.83
As at 31 March 2019		Level 1	Level 2	Level 3	Total
Investments in Mutual funds	7	510.29	-	-	510.29
Investments in Equity shares, quoted	7	105.13	-	-	105.13



### Determination of fair values:

**Investment in mutual funds :** The fair values represent net asset value as stated by the issuers of these mutual fund units in the published statements. Net asset values represent the price at which the issuer will issue further units in the mutual fund and the price at which issuers will redeem such units from the investors.

**Investment in Equity shares, quoted :** Equity investments traded in an active market determined by reference to their quoted market prices.

## B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

a) credit risk b) liquidity risk c) market risk

### i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors along with the top management are responsible for developing and monitoring the Company's risk management policies.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company,

### ii. Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade receivables, certain loans and advances and other financial assets.

The carrying amount of financial assets represents the maximum credit exposure.

The maximum exposure to credit risk for trade and other receivables are as follows:

Particulars	Note	Carrying Amount (Amount in Lakhs)		
		As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Trade receivables	11	1516.89	938.69	763.45
Cash and cash equivalents	12	233.64	269.95	106.10
Loans	8	2462.32	1949.49	1783.65
Other financial assets	9	329.94	269.30	88.41
		<b>4542.79</b>	<b>3427.43</b>	<b>2741.61</b>

### Trade receivables

The Company has developed guidelines for the management of credit risk from trade receivables. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behavior and extensive analysis of customer credit risk.

The Company's exposure to credit risk for trade receivables by relationship is as follows:

(Amount in Lakhs)

Particulars	As at March 31, 2020	As at March 31, 2019	As at April 01, 2018
Third party customers	1516.89	938.69	763.45
Related parties	-	-	-

**Other financial assets**

This balance primarily constitute of Bank fixed deposits having maturity of more than 12 months.

**Cash and cash equivalents**

The Company held cash and cash equivalents with credit worthy banks and financial institutions as at the reporting dates which has been measured on the 12-month expected loss basis. The credit worthiness of such banks and financial institutions are evaluated by the management on an ongoing basis and is considered to be good with low credit risk. Also, no impairment loss has been recorded in respect of fixed deposits that are with recognised commercial banks and are not past due.

**iii. Liquidity risks**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company has current financial assets which the management believes is sufficient to meet all its liabilities maturing during the next 12 months.

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, including contractual interest.

**As at 31 March 2020**

(Amount in Lakhs)

Particulars	Carrying Amount	Total	12 Months or Less	More than 12 Months
Borrowings	1102.25	1102.25	1102.25	-
Trade payables	61.41	61.41	61.41	-
Other financial liabilities	14.50	14.50	14.50	-
	1178.16	1178.16	1178.16	-

**As at 31 March 2019**

Particulars	Carrying Amount	Total	12 Months or Less	More than 12 Months
Borrowings	1103.41	1103.41	1103.41	-
Trade payables	21.26	21.26	21.26	-
Other financial liabilities	1.44	1.44	1.44	-
	1126.11	1126.11	1126.11	-

**As at 1 April 2018**

Particulars	Carrying Amount	Total	12 Months or Less	More than 12 Months
Borrowings	1517.78	1517.78	1517.78	-
Trade payables	1.11	1.11	1.11	-
Other financial liabilities	1.44	1.44	1.44	-
	1520.33	1520.33	1520.33	-

**Financial instruments - Fair value and risk management (continued)**
**iv. Market risks**

Market risk is the risk of loss of future earnings or fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign exchange rates and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is exposed to market risk primarily related to foreign exchange rate risk (currency risk), interest rate risk and the market value of its investments. Thus the Company's exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currencies.

**29 Contingent liabilities and commitments (to the extent not provided for)**

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
<b>Contingent liabilities</b>		
<b>Claims against the Company not acknowledged as debts:</b>		
Disputed demand of income tax for which appeals have been preferred	103.84	-

**30 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
(I) Principal amount remaining unpaid to any supplier as at the end of the accounting year	-	-
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-
(iii) The amount of interest paid along with the amounts of the payment made to the supplier beyond the appointed day	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	-	-
(v) The amount of interest accrued and remaining unpaid at the end of accounting year	-	-
(vi) The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23	-	-

Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors

There are no Micro and Small Enterprises, to whom the Company owes dues as at the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.



### 31 Operating segment

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components and for which discrete financial information is available. The Company's chief operating decision-maker (CODM) is considered to be the Company's Managing Director ('MD'). The Company is engaged in the business of The Company is a leading provider of consulting, technology, outsourcing and next generation digital services & software, enabling clients to execute strategies for their digital transformation. Information reported to and evaluated regularly by the CODM for the purposes of resource allocation and assessing performance focuses on the business as a whole and accordingly, in the context of Operating Segment as defined under the Indian Accounting Standard 108 'Segment Information', there is no separate reportable segment. Further Company provides its services only in India and hence there is no separate reportable segment in this context.

### 32 Related party disclosures

#### Details of related parties Description of relationship

#### Names of related parties

(i) Key Management Personnel (KMP)	Sandeepkumar Agrawal Poonam Agrawal Abhishek Agrawal Sarita Aggarwal Manish Iyer Bhoomika Gupta Jayesh Jain Siddharth Dugar Ajit Jain Krunal Jethva CS Stuti Kinariwala
(ii) Relative of Key Management Personnel (KMP)	Abhilasha Agrawal Juli Jethva
(iii) Subsidiary Companies	Airan Global Private Limited Airan Singapore Private Limited Airan Australia Pty Limited Airan UK Limited Airan BPO Pvt. Ltd. Cqub Infosystems Private Limited
(iv) Enterprises over which Key Managerial Personnel are able to exercise significant influence	Airan Network Private Limited

Note: Related parties have been identified by the Management.

#### Details of related party transactions during the year ended 31 March, 2020 and balances outstanding as at 31 March, 2020:

(Amount in Lakhs)

Particulars	KMP		Relative of KMP		Total	
	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019
Director Remuneration	53.95	32.43	-	-	53.95	32.43
Salary and Allowances	10.46	9.31	14.83	10.47	25.29	19.78
Director Sitting Fees	1.98	1.66	-	-	1.98	1.66
Loan taken	-	-	-	-	-	-
Repayment of loans	-	-	-	-	-	-
Closing balance as at year end	-	-	-	-	-	-

#### Notes:

- (i) There are no amounts due to or due from related parties which have been written off / written back during the year.
- (ii) Figures in brackets relate to the previous year
- (iii) Remuneration does not include Gratuity and Leave encashment which is computed for the Company as a whole.

## 33 Details of leasing arrangements

Particulars	(Amount in Lakhs)	
	As at March 31, 2020	As at March 31, 2019
The Company has entered into operating lease arrangements for certain facilities and office premises.		
Lease payments recognized in the Statement of Profit & Loss	77.78	16.25

For **DEORA MAHESHWARI & CO.**  
Chartered Accountants  
Firm's Registration Number: 123009W

CA Aditya Deora  
Partner  
M. No. 160575  
UDIN: 20160575AAAAAY3100

Date : June 20, 2020  
Place : Ahmedabad

For and on behalf of the Board of Directors of  
**AIRAN Limited**

Sandeepkumar Agrawal  
(Chairman & Managing Director)

Poonam Agrawal  
(Executive Director)

Krunal Jethva  
(Chief Financial Officer)

CS Stuti Kinariwala  
(Company Secretary)



CQUB  
INFOSYSTEMS  
PVT. LTD.

AIRAN  
SINGAPORE  
PVT. LTD.

**AIRAN  
LIMITED**

AIRAN  
UK  
LIMITED

AIRAN  
AUSTRALIA  
PTY. LTD.

AIRAN  
BPO  
PVT. LTD.

AIRAN  
GLOBAL  
PVT. LTD.

\*As on March 31, 2020.



## NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the twenty - fifth Annual General Meeting (AGM) be held on Saturday, September 26, 2020 at 9.00 a.m. IST through two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following businesses:

### ORDINARY BUSINESSES:

#### 1. Adoption of Financial Statements:

To consider and adopt;

- (a) the Audited Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2020 and the report of the Board of Directors and Auditors thereon; and
- (b) the Audited Consolidated Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March, 2020 and the report of Auditors thereon.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions;

- a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended on 31<sup>st</sup> March, 2020 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

#### 2. Re-Appointment of Mr. Sandeepkumar Vishwanath Agrawal (DIN: 02566480) Director of the Company as director liable to retire by rotation:

To re-appoint Mr. Sandeepkumar Vishwanath Agrawal (DIN: 02566480) who retires by rotation as a Director.

In this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution;

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sandeepkumar Vishwanath Agrawal (DIN: 02566480), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESSES:

#### 3. Regularization cum appointment of Mr. Abhishek Sandeepkumar Agrawal (07613943) as an Executive Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions;

**"RESOLVED THAT,** pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V to the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as "the board" which term shall include Nomination & Remuneration Committee of the Board), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Abhishek Sandeepkumar Agrawal (07613943) as Executive Director of the Company for period of five (5) years w.e.f. 14<sup>th</sup> November, 2019, liable to retire by rotation and on such terms and conditions including salary and perquisites (hereinafter referred to as "remuneration") as set out in the explanatory statement annexed to this notice with the power to the board to alter and modify the same, in accordance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT,** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Abhishek Sandeepkumar Agrawal (07613943) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the board be and is hereby authorized to undertake all acts, deeds and execute all documents for the purpose of giving effect to this resolution, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

**RESOLVED FURTHER THAT** in terms of Section 190 of the Companies Act, 2013, no formal contract of service with Mr. Abhishek Sandeepkumar Agrawal (07613943) will be executed and this resolution along with its explanatory statement be considered as Memorandum setting out terms and conditions of appointment and remuneration of Mr. Abhishek Sandeepkumar Agrawal (07613943) as Executive Director.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**4. To appoint Mr. Ajit Gyanchand Jain (DIN07827804) as Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolutions;

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), Mr. Ajit Gyanchand Jain (DIN 07827804), whose designation has been changed and who appointed as Non-Executive Independent Director of the Company by the Board of Directors with effect from 7<sup>th</sup> December, 2019 and who is eligible for appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ajit Gyanchand Jain (DIN 07827804) as a candidate for the office of a Non-Executive Independent Director of the Company and whose appointment has been recommended by Nomination and Remuneration Committee and Board of Directors of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company for a period up to 18<sup>th</sup> June, 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution including certifying and filing of necessary forms with the Registrar of Companies and issue appointment letter to Mr. Ajit Gyanchand Jain (DIN 07827804) and filing of other necessary forms and documents with the Registrar of Companies.”

**5. Revision in Remuneration payable to Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480), Chairman and Managing Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions;

**“RESOLVED THAT,** pursuant to the provisions of Section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel.) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480), Chairman and Managing Director of the Company as set out in the explanatory statement attached hereto with effect from October 1, 2020, for the existing term until revised further with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT,** subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.”

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**6. Revision in Remuneration payable to Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128), Executive Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions;

“**RESOLVED THAT**, pursuant to the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Schedule V of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules, regulations issued by the Ministry of Corporate Affairs in this regard and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015 including any statutory amendments, modifications or re-enactment thereof and all other statutory approvals, as may be required and on recommendation of Nomination and Remuneration Committee and pursuant to approval of the Board of Directors (hereinafter referred to as “the Board”), the approval of the Members of the Company be and is hereby accorded for revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128), Executive Director of the Company as set out in the explanatory statement attached hereto with effect from October 1, 2020, for the existing term until revised further with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company and with the power to the Board of Directors to alter and modify the same, inconsonance with the provisions of the Act and in the best interest of the Company.

**RESOLVED FURTHER THAT**, subject to the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the Remuneration payable to Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) as set out in the explanatory statement attached hereto, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Section II of Part II of Scheduled V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors (or any Committee thereof) be and is hereby authorized to undertake all acts, deeds and execute all documents and pass relevant resolutions for the purpose of giving effect to this resolution, including modification and amendment of any revisions, thereof and to enter into relevant agreement with the Director, as required, from time to time and to undertake all such steps, as may be deemed necessary in this matter.

**RESOLVED FURTHER THAT** the Executive Directors and the Company Secretary of the Company, either jointly or severally be and are hereby authorized to file the said resolution with the Registrar of Companies, Ahmedabad, and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to the above resolution.”

**7. Alteration of the Object Clause of the Memorandum of Association of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as Special Resolutions;

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for alteration of Main Object Clause III(A) of the Memorandum of Association of the Company, by addition of following sub clause as sub clause 3 to the Main Object Clause III(A);

To provide end to end financial and taxation support services, level one and level two bookkeeping services using software, property management solutions for individuals and corporates, personalised cheque pickup / deposition and reporting services for CMS clients, inbound and outbound voice services for verification, customer services, sales, retention, up-selling, etc, digital, physical and biometric based field support for end user KYC, data entry, processing



and quality check, back office managements including chat support services email support services technical support services, to provide facility of record management, payroll processing services including placement and salary processing of manpower at own/client location, e-stamping / registration fee collection and cash management services.

To Carry on business of logistic support, Support of personnel and vehicles for collection of cash/ cheque/ draft or any other financial instruments from banks, financial institutions Companies, Private firms, or any individuals, trusts, schools for its clients as well as its vendors and all other business incidental thereto or connected there with and consultancy.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors

**Airan Limited**

CIN: L74140GJ1995PLC025519

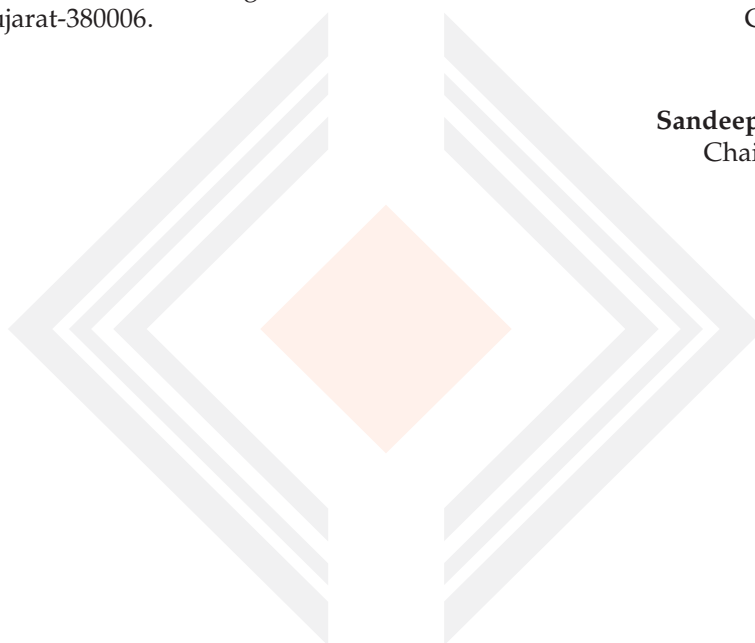
**Date :** August 14, 2020

**Place :** Ahmedabad

**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480



## IMPORTANT NOTES

1. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020 and Circular No. 22/2020 dated June 15, 2020 prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM. In terms of the said circulars, the 25th Annual General Meeting (AGM) of the members will be held through VC/OAVM. Hence, members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 13 and available at the Company's website <https://airanlimited.in/>. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Information regarding appointment/re-appointment of Director(s) and Explanatory Statement in respect of special businesses to be transacted pursuant to Section 102 of the Companies Act, 2013 and/or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard II is annexed hereto.
3. Though, pursuant to the provisions of the Act, a Member is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, since this AGM is being held pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to [krishivadvisory@gmail.com](mailto:krishivadvisory@gmail.com) with copies marked to the Company at [shares@airanlimited.in](mailto:shares@airanlimited.in) and to National Securities Depository Limited (NSDL) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
7. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Member may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at <https://airanlimited.in/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the AGM Notice is also available on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. Those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted, by following the procedure given below:
  - (a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [shares@airanlimited.in](mailto:shares@airanlimited.in).
  - (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [shares@airanlimited.in](mailto:shares@airanlimited.in).
  - (c) Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
  - (d) It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, Kfin Technologies Private Limited, having its office at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032, by following the due procedure.
  - (e) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Kfin Technologies Private Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

9. Members seeking any information with regard to the accounts or any matter to be placed at the AGM or who would like to ask questions, are requested to write to the Company mentioning their name demat account number / folio number, email id, mobile number at shares@airanlimited.in on or before September 16, 2020 so as to enable the management to keep the information ready.
10. Members holding the shares in dematerialized form are requested to notify immediately, the information regarding change of address and bank particulars to their respective Depository Participant.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode.
12. **PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS AND PARTICIPATING AT THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**
  - i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 8, 2020, April 13, 2020, May 5, 2020 and SEBI Circular dated May 12, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL, as the Authorised e-voting agency for facilitating voting through electronic means. The facility of casting votes by a member using remote e-voting as well as e-voting system on the date of the AGM will be provided by NSDL.
  - ii. There being no physical shareholders in the Company, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Saturday, September 19, 2020, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
  - iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Saturday, September 19, 2020, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the AGM by following the procedure mentioned in this part.
  - iv. The remote e-voting will commence on 9:00 A.M. on Wednesday, September 23, 2020 and will end on 5:00 P.M. on Friday, September 25, 2020 During this period, the members of the Company holding shares as on the Cut-off date i.e. Saturday, September 19, 2020 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by NSDL thereafter.
  - v. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
  - vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. Saturday, September 19, 2020.
  - vii. The Company has appointed CS Anand S Lavingia, Practicing Company Secretary (Membership No. ACS: 26458; CP No: 11410), to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting system on the date of the AGM, in a fair and transparent manner.



## INSTRUCTIONS FOR CASTING VOTES BY REMOTE E-VOTING

The remote e-voting period begins on 9:00 A.M. on Wednesday, September 23, 2020 and will end on 5:00 P.M. on Friday, September 25, 2020. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1. Log-in to NSDL e-Voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).**

**Step 2. Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
  - (ii) If your email ID is not registered, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [atshares@airanlimited.in](mailto:atshares@airanlimited.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

#### How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to krishivadvisory@gmail.com with copies marked to the Company at shares@airanlimited.in and to National Securities Depository Limited (NSDL) at evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

#### INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING:

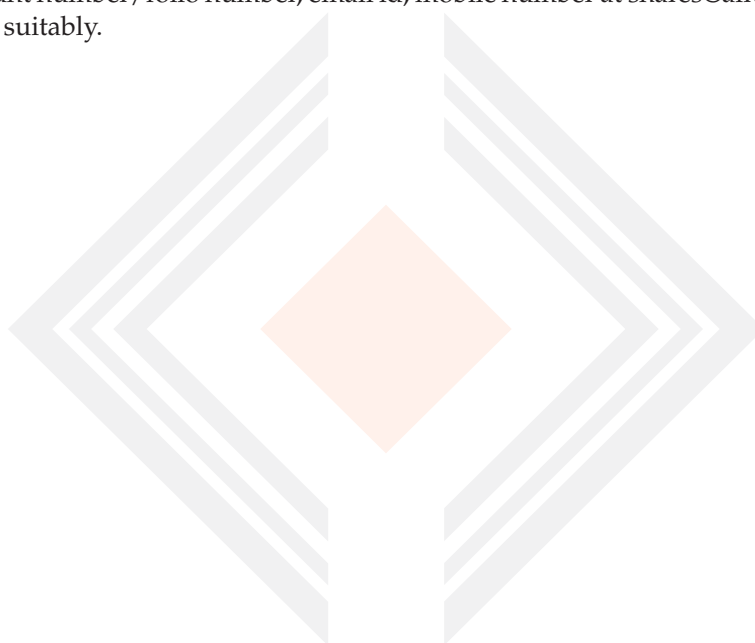
1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### CONTACT DETAILS:

<b>Company</b>	<b>AIRAN LIMITED</b> 408 Kirtiman Complex, B/H Rembrandt, C.G Road, Ahmedabad, Gujarat - 380 006; Tel: +91 79 2646 2233 Web: www.airanlimited.in; E-mail: shares@airanlimited.in
<b>Registrar and Transfer Agent</b>	<b>Kfin Technologies Private Limited</b> Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032. Tel No.: +91-22-2265 5565
<b>e-Voting Agency &amp; VC/OAVM</b>	<b>Email:</b> evoting@nsdl.co.in NSDL help desk 1800-222-990
<b>Scrutinizer</b>	<b>Mr. Anand S Lavingia</b> Email: krishivadvisory@gmail.com; TelNo.: +91 79 - 4005 1702

**INSTRUCTIONS FOR SHAREHOLDERS/MEMBERS TO ATTEND THE ANNUAL GENERAL MEETING THROUGH VC/OAVM:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number /folio number, email id, mobile number at [shares@airanlimited.in](mailto:shares@airanlimited.in). The same will be replied by the company suitably.





**EXPLANATORY STATEMENT**

(Pursuant to Section 102 (1) of the Companies Act 2013 and Secretarial Standard II on General Meetings)

**Item No.3:****Regularization cum appointment of Mr. Abhishek Sandeepkumar Agrawal (07613943) as an Executive Director of the Company: SPECIAL RESOLUTIONS**

The Board of Directors of the company ("the board") at its meeting held on 14<sup>th</sup> November, 2019 had appointed Mr. Abhishek Sandeepkumar Agrawal (07613943) as an Additional Executive Director of the Company for a period of 5 years w.e.f. 14<sup>th</sup> November, 2019 in terms of provision of Section 161 read with Sections 196, 197 & 198 and Schedule V to the Companies Act, 2013 and subject to approval of the Shareholders at the ensuing Annual General Meeting.

In terms of provisions of Section 161 of the Companies Act, 2013, Mr. Abhishek Sandeepkumar Agrawal (07613943) holds office up to the date of ensuing Annual General Meeting and as such his appointment is required to be regularized. The Board of Directors proposes his appointment as an Executive Director of the Company for a period of five year w.e.f. 14<sup>th</sup> November, 2019.

The Board of Directors had noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the maximum Remuneration payable to Mr. Abhishek Sandeepkumar Agrawal (07613943) as Executive Director of the Company, in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in Paragraph I (A) of Part II of Section II of Schedule V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018, the appointment of Mr. Abhishek Sandeepkumar Agrawal (07613943) as Executive Director of the Company is now being placed before the Members for their approval by way of Special Resolution.

It is proposed to seek the members' approval for the regularization cum appointment and remuneration payable to Mr. Abhishek Sandeepkumar Agrawal (07613943) as Executive Director of the Company, in terms of the applicable provisions of the Act.

**The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;**

**General Information:**

**Nature of Industry:** The Company is engaged in the Banking Transactions Processing Services, Payment Banks, IT and IT Enabled Services and Document Management Services.

**Date or expected date of commencement of commercial production:** The Company is engaged in the business of providing services.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**Financial performance based on given indicators:**

Particulars	Standalone		Consolidated	
	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from operations	5666.64	4412.53	5767.95	4,852.67
Other Income	149.07	267.17	191.42	320.61
Total Income	5,815.71	4679.70	5959.37	5,173.28
Operating expenditure before Finance cost, depreciation and amortization	4583.37	3545.22	4670.77	3,972.42
Earnings before Finance cost, depreciation and amortization (EBITDA)	1232.34	1134.49	1288.6	1,198.80
Less: Finance costs	70.78	92.01	71.11	92.38
Depreciation and amortization expense	401.15	504.82	413.76	514.93
Profit before tax	760.42	537.66	803.73	583.57
Less: Tax expense	121.10	157.27	131.32	169.21
Profit for the year (PAT)	639.32	380.39	672.41	414.36

**Foreign investments or collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at 31<sup>st</sup> March, 2020, total holding of Foreign Shareholders was 2500 Equity Shares.

**Information about the Executive Director:**

**Background Details:** Mr. Abhishek Agrawal aged 22 years holds a Master's Degree-MSc in Accounting and Finance from Queen Mary University of London. He has also completed his BSc in Business Management from Queen Mary University as well. While he has four years of experience of studies in London, he has also served various kinds of employment in the United Kingdom. Along with a year long experience as a bookkeeper at KayPlus Ltd in London. His domestic and international network of people in several fields helps him to venture new start-ups into fields like web development outsourcing and other international process outsourcing.

**Past Remuneration:** In the financial year 2019-20, Mr. Abhishek Sandeepkumar Agrawal (07613943) was paid total remuneration and perquisite of ₹ 4.60 Lakh as Executive Director.

**Recognition of Award:** None

**Job Profile and his suitability:** His Capabilities as an accountable and entrepreneur enable him to diversify Airan Limited's presence into different nations and thereby different horizons.

**Remuneration Proposed:** up to ₹ 1.75 Lakh per month.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mr. Abhishek Sandeepkumar Agrawal (07613943), the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Abhishek Sandeepkumar Agrawal (07613943) has pecuniary relationship to the extent she is Promoter Group – Shareholders of the Company, relative of Mr. Sandeepkumar Vishwanath Agrawal and Mrs. Poonam Sandeepkumar Agrawal (being Son) and Nephew of Mrs. Sarita Neeraj Aggarwal.

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015, the regularization cum appointment and remuneration specified above to Mr. Abhishek Sandeepkumar Agrawal (07613943) are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for a period of five year w.e.f. 14<sup>th</sup> November, 2019 until revised further.

The Board of Directors is of the view that the appointment of Mr. Abhishek Sandeepkumar Agrawal (07613943) as Executive Director will be beneficial to the operations of the Company and the remuneration payable to him is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Abhishek Sandeepkumar Agrawal (07613943) himself, Mr. Sandeepkumar Vishwanath Agrawal, Mrs. Poonam Sandeepkumar Agrawal and Mrs. Sarita Neeraj Aggarwal and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

#### Item No. 4

#### To appoint Mr. Ajit Gyanchand Jain (DIN 07827804) as Non-Executive Independent Director of the Company: ORDINARY RESOLUTIONS

With a view to realign the constitution of the Board of Directors in line with the Listing Regulations, as amended, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, in their meeting held on 7<sup>th</sup> December, 2019, approved the change in designation of the Mr. Ajit Gyanchand Jain (DIN 07827804) from the Non-Executive Director to Non-Executive Independent Director of the Company w.e.f. 7<sup>th</sup> December, 2019.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Mr. Ajit Gyanchand Jain (DIN 07827804) for the office of Non-Executive Independent Director of the Company and to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Nomination and Remuneration Committee and the Board of Directors has, at their respective meetings held on 14<sup>th</sup> August, 2020, considered and recommended the appointment of Mr. Ajit Gyanchand Jain (DIN 07827804) as a Non-Executive Independent Director of the Company to hold office for a period up to 18<sup>th</sup> June, 2022, not liable to retire by rotation. In the opinion of Nomination and Remuneration Committee and the Board, Mr. Ajit Gyanchand Jain (DIN 07827804), the Non-Executive Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations) and he is independent of the Management.

Mr. Ajit Jain, aged 43 years is Chartered Accountant & Company Secretary by qualification. He has experience of 19 years in Finance, Operations & Banking. He worked for more than 9 years with ICICI Bank in operations group.

The Company has received from Mr. Ajit Gyanchand Jain (DIN 07827804) (i) consent in writing to act as director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations).

A copy of the draft letter for the appointment of Mr. Ajit Gyanchand Jain (DIN 07827804) as Non-Executive Independent Director setting out the terms and conditions are uploaded on the website of the Company.

The resolution seeking the approval of members for the appointment of Mr. Ajit Gyanchand Jain (DIN 07827804) as Non-Executive Independent Director of the Company to hold office for a period up to 18<sup>th</sup> June, 2022, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations) is proposed by the Board of Directors. Further, he will not be liable to retire by rotation.

The Board recommends the matter and the resolution set out under Item No. 4 for the approval of the Members by way of passing Ordinary Resolutions.

Except Mr. Ajit Gyanchand Jain (DIN 07827804) and his relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel and their immediate relatives are concerned or interested, financially or otherwise, except to their shareholding, in the aforesaid resolution.

#### Item No. 5

#### Revision in Remuneration payable to Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480), Chairman and Managing Director of the Company: SPECIAL RESOLUTIONS

The Board of Directors of the Company, in their Meeting held on 5<sup>th</sup> January, 2017, had appointed Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480) as Chairman and Managing Director of the Company for a period of 5 years w.e.f. 5<sup>th</sup> January, 2017. The terms and conditions of appointment and remuneration of Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480) as Chairman and Managing Director of the Company was also approved by the Members of the Company in their Extra-ordinary General Meeting held on 6<sup>th</sup> January, 2017.

However, looking to the contributions made by Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480) which helped the Company to grow at faster rate than past, and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on 14<sup>th</sup> August, 2020 has considered the revision in salary and perquisites (hereinafter referred to as “remuneration”) payable to Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480), Chairman and Managing Director of the Company as set out in this explanatory statement with effect from 1<sup>st</sup> October, 2020, subject to the approval of the Shareholders at this Annual General Meeting. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mr. Sandeepkumar Vishwanath Agrawal (DIN 02566480) is now being placed before the Members for their approval by way of Special Resolution.

**The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;**

**General Information:**

**Nature of Industry:** The Company is engaged in the Banking Transactions Processing

**Date or expected date of commencement of commercial production:** The Company is engaged in the business of providing services.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**Financial performance based on given indicators:**

Particulars	(₹ in lacs)			
	Standalone		Consolidated	
	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from operations	5666.64	4412.53	5767.95	4,852.67
Other Income	149.07	267.17	191.42	320.61
Total Income	5,815.71	4679.70	5959.37	5,173.28
Operating expenditure before Finance cost, depreciation and amortization	4583.37	3545.22	4670.77	3,972.42
Earnings before Finance cost, depreciation and amortization (EBITDA)	1232.34	1134.49	1288.6	1,198.80
Less: Finance costs	70.78	92.01	71.11	92.38
Depreciation and amortization expense	401.15	504.82	413.76	514.93
Profit before tax	760.42	537.66	803.73	583.57
Less: Tax expense	121.10	157.27	131.32	169.21
Profit for the year (PAT)	639.32	380.39	672.41	414.36



**Foreign investments or collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at 31<sup>st</sup> March, 2020, total holding of Foreign Shareholders was 2500 Equity Shares.

**Information about the appointee:**

Background Details: Mr. Sandeepkumar Vishwanath Agrawal, aged 49 years is the Promoter - Director of the Company. He holds a Bachelor's degree in Commerce from the Gujarat University. He is first Generation Business Entrepreneur and the founder of our company, acting as director since incorporation of the Company and was appointed as the Managing Director with effect from 5<sup>th</sup> January, 2017. He has been designated as Chairman of the Company by the Board of Directors. He has professional experience of twenty nine years in the field of information technology & information technology enabled services. His functional responsibility in our Company involves handling the overall operations of the Company including Client Relationships, new setup and infrastructure requirements for service outlets of our Company.

**Past Remuneration:** In the financial year 2019-20, Mr. Sandeepkumar Vishwanath Agrawal was paid total remuneration and perquisite of ₹ 23.93 Lakh as Chairman and Managing Director.

**Recognition or awards:** Nil.

**Job Profile and his suitability:** Mr. Sandeepkumar Vishwanath Agrawal is responsible for managing the Company subject to superintendence, control and direction of the Board of Directors. His experience and knowledge has helped the Company to great extent.

**Revised Terms and conditions of Remuneration:-**

1. Basic Salary up to Rs.41,00,000/- per annum excluding perquisite mentioned hereunder for the existing term;
2. Perquisites and Allowances.

Mr. Sandeepkumar Vishwanath Agrawal will be paid 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 to the Act.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the profile of Mr. Sandeepkumar Vishwanath Agrawal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mr. Sandeepkumar Vishwanath Agrawal has pecuniary relationship to the extent he is Promoter – Shareholders of the Company, relative of Mrs. Poonam Sandeepkumar Agrawal (being Spouse), Mrs. Sarita Neeraj Aggarwal (Being Brother in Law) and Mr. Abhishek Sandeepkumar Agrawal (being Father).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015, the terms of revised remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mr. Sandeepkumar Vishwanath Agrawal until revised further with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mr. Sandeepkumar Vishwanath Agrawal for the existing term as Chairman and Managing Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Sandeepkumar Vishwanath Agrawal himself, Mrs. Poonam Sandeepkumar Agrawal, Mrs. Sarita Neeraj Aggarwal and Mr. Abhishek Sandeepkumar Agrawal and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

**Item No. 6**

**Revision in Remuneration payable to Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128), Executive Director of the Company: SPECIAL RESOLUTIONS**

The Board of Directors of the Company, in their Meeting held on 5<sup>th</sup> January, 2017, had appointed Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) as Executive Director of the Company for a period of 5 years w.e.f. 5<sup>th</sup> January, 2017. The terms and conditions of appointment and remuneration of Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) as

Executive Director of the Company was also approved by the Members of the Company in their Extra-ordinary General Meeting held on 6<sup>th</sup> January, 2017.

However, looking to the active participation of Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) and on the recommendation of the Nomination and Remuneration Committee of the Company, the Board, in its meeting held on 14<sup>th</sup> August, 2020 has considered the revision in salary and perquisites (hereinafter referred to as "remuneration") payable to Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128), Executive Director of the Company as set out in this explanatory statement with effect from 1<sup>st</sup> October, 2020, subject to the approval of the Shareholders at this Annual General Meeting. The other terms and conditions of his appointment, as approved by the Shareholders shall remain unchanged.

The Nomination and Remuneration Committee has noted that the Company has not made any default in repayment of its dues to Banks or Financial Institutions.

Further, in terms of SEBI (Listing Obligations and Disclosure Requirement) Amendment Regulations, 2018 the remuneration of the Promoter Executive Directors shall not exceed Rs. 5,00,00,000 (Rupees Five crore) or 2.5% of net profits whichever is higher or there is more than one Executive Directors, the aggregate annual remuneration to such directors is exceeds 5% of the net profit. The prescribed resolution required approval of Shareholders of the company as special resolution under these regulations.

Further, as per the provisions of Section 197 the Companies Act, 2013 as amended from time and time, the minimum Remuneration payable to Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128), in the event of loss or inadequacy of profit in any Financial Year, shall be as per the limit set out in be Section II of Part II of Scheduled V to the Companies Act, 2013 or any other applicable limits, as provided by the Central Government in this regard, from time to time.

Pursuant to Sections 196, 197, 198 and all other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) is now being placed before the Members for their approval by way of Special Resolution.

**The relevant disclosures in terms of Schedule V to the Companies Act, 2013 is given hereunder;**

**General Information:**

**Nature of Industry:** The Company is engaged in the Banking Transactions Processing Services, Payment Banks, IT and IT Enabled Services and Document Management Services.

**Date or expected date of commencement of commercial production:** The Company is engaged in the business of providing services.

**In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**Financial performance based on given indicators:**

Particulars	(₹ in lacs)			
	Standalone		Consolidated	
	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2020	Year ended March 31, 2019
Revenue from operations	5666.64	4412.53	5767.95	4,852.67
Other Income	149.07	267.17	191.42	320.61
Total Income	5,815.71	4679.70	5959.37	5,173.28
Operating expenditure before Finance cost, depreciation and amortization	4583.37	3545.22	4670.77	3,972.42
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Less: Finance costs	70.78	92.01	71.11	92.38
Depreciation and amortization expense	401.15	504.82	413.76	514.93
Profit before tax	760.42	537.66	803.73	583.57
Less: Tax expense	121.10	157.27	131.32	169.21
Profit for the year (PAT)	639.32	380.39	672.41	414.36

**Foreign investments or collaborations, if any:** No collaborations has been made by the Company with any of foreign entity. Further, as at 31<sup>st</sup> March, 2020, total holding of Foreign Shareholders was 2500 Equity Shares.

**Information about the appointee:**

Background Details: Mrs. Poonam Agrawal, aged 47 years, is the Promoter - Director of the Company. She holds a Masters degree in Science from the Gujarat University. She has been associated with our Company since August 8, 2003. She has a professional experience of twenty two years in family business of information technology & information technology enabled services. She is involved in human capital management, looking after administration and business planning for our Company.

Past Remuneration: In the financial year 2019-20, Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) was paid total remuneration and perquisite of ₹ 23.93 Lakh as Executive Director.

**Recognition or awards:** Nil.

Job Profile and his suitability: Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) is responsible for human capital management, looking after administration and business planning for our Company.

**Revised Terms and conditions of Remuneration:-**

1. Basic Salary up to Rs.41,00,000/- per annum excluding perquisite mentioned hereunder for the existing term;
2. Perquisites and Allowances.

Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) will be paid 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 to the Act.

**Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128), the responsibilities shouldered by her and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies.

**Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.**

Mrs. Poonam Sandeepkumar Agrawal has pecuniary relationship to the extent she is Promoter – Shareholders of the Company, relative of Mr. Sandeepkumar Vishwanath Agrawal (being Spouse), Mrs. Sarita Neeraj Aggarwal (being Sister) and Mr. Abhishek Sandeepkumar Agrawal (being Mother).

In compliance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Act, read with Schedule V to the Act, and Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable Regulations of SEBI (LODR) Regulations, 2015, the terms of revised remuneration specified above are now being placed before the Members for their approval. Further, remuneration proposed above shall be valid for the existing term of Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) until revised further with other terms and conditions remaining unchanged as per the agreement entered into between him and the Company.

The Board of Directors is of the view that the revision in Remuneration payable to Mrs. Poonam Sandeepkumar Agrawal (DIN 01712128) for the existing term as Executive Director will be beneficial to the operations of the Company and the same is commensurate with his abilities and experience and accordingly recommends the Special Resolution at Item No. 6 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Poonam Sandeepkumar Agrawal herself, Mr. Sandeepkumar Vishwanath Agrawal, Mrs. Sarita Neeraj Aggarwal, Mrs. Sarita Neeraj Aggarwal and Mr. Abhishek Sandeepkumar Agrawal and their relatives to the extent of their shareholding in the Company, none of the Directors or Key Managerial Personnel of the Company including their relatives is interested or concerned in the Resolution.

The statement of additional information required to be disclosed as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard II issued by ICSI is attached at the end of this Explanatory Statement and must be read as the part of this Notice.

**Item No. 7:**

**Alteration of the Object Clause of the Memorandum of Association of the Company: SPECIAL RESOLUTIONS**

The main business of the Company is to IT and IT enabled service. However, financial and taxation support services, various services for CMS clients, data entry, processing and such other activities which are related to existing business activities of the

Company are not specifically covered under the main objects of the Company. Hence, to enable the Company to capitalize on these business opportunities, the Board of Directors of the Company in its meeting held on 14<sup>th</sup> August, 2020 has approved, subject to the consent of the shareholders, amendment in Clause III (Object Clause) of the MOA of the Company in the manner as set out in the Special Resolution at Item no. 7 of this Notice.

The alteration in the Object Clause of the MOA, as set out in the resolution, is to facilitate Company's entry into new business areas as defined therein.

The proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently.

Pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution.

Copy of the existing MOA, copy indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, in digital mode at the website of the Company at <https://airanlimited.in/>.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution under Item No. 7 for approval of the members as a Special Resolution.

**Registered office:**

408, Kirtiman Complex, B/h. Rembrandt Building,  
C. G. Road, Ahmedabad, Gujarat-380006.

For and on behalf of Board of Directors

**Airan Limited**

CIN: L74140GJ1995PLC025519

**Date :** August 14, 2020

**Place :** Ahmedabad

**Sandeepkumar Vishwanath Agrawal**

Chairman and Managing Director

DIN 02566480



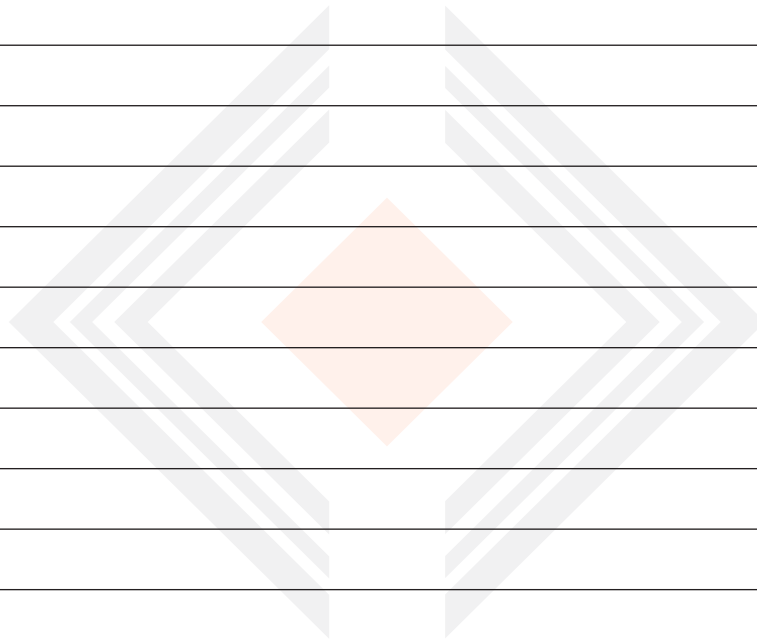
Disclosure under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-II issued by ICSI for Item No. 2, 3, 4, 5 and 6:

Name	Sandeepkumar Vishwanath Agrawal	Poonam Sandeepkumar Agrawal	Abhishek Sandeepkumar Agrawal	Ajit Gyanchand Jain
Date of Birth	June 6, 1969	October 4, 1971	March 6, 1997	August 21, 1976
Qualification	B.COM	M.SC	M.SC	CA, CS
Experience - Expertise in specific functional areas - Job profile and suitability	Sandeepkumar Vishwanath Agrawal is having 29 years of experience in the field of information technology & Information technology enabled services.	Poonam Sandeepkumar Agrawal has been associated with our Company since August 8, 2003. She has a professional experience of twenty two years in family business of information technology & information technology enabled services. She is involved in human capital management, looking after administration and business planning for our Company.	Mr. Abhishek Agrawal aged 22 years holds a Master's Degree-MSc in Accounting and Finance from Queen Mary University of London. He has also completed his BSc in Business Management from Queen Mary University as well. While he has four years of experience of studies in London, he has also served various kinds of employment in the United Kingdom. Along with a yearlong experience as a bookkeeper at KayPlus Ltd in London. His domestic and international network of people in several fields helps him to venture new start-ups into fields like web development outsourcing and other international process outsourcing.	Mr. Ajit Jain, aged 43 years is Chartered Accountant & Company Secretary by qualification. He has experience of 19 years in Finance, Operations & Banking. He worked for more than 9 years with ICICI Bank in operations group.
No. of Shares held as on March 31, 2020	15820000 Equity Shares	12400000 Equity Shares	4820000 Equity Shares	None
Terms & Conditions	There is no change or modifications in the Terms and Conditions except revision in the Remuneration.	There is no change or modifications in the Terms and Conditions except revision in the Remuneration.	Appointment proposed for a period of 5 years w.e.f. November 14, 2019.	Appointment is subject to section 149 of & schedule V to Companies Act 2013 & applicable provisions of listing regulation.
Remuneration Last Drawn	23.92 Lakh	23.92 Lakh	4.60 Lakh	Nil
Remuneration sought to be paid	41.00 Lakh	41.00 Lakh	21.00 Lakh	Nil
Number of Board Meetings attended during the Financial Year 2019-20	8 out of 9	9 out of 9	4 out of 4	8 out of 9

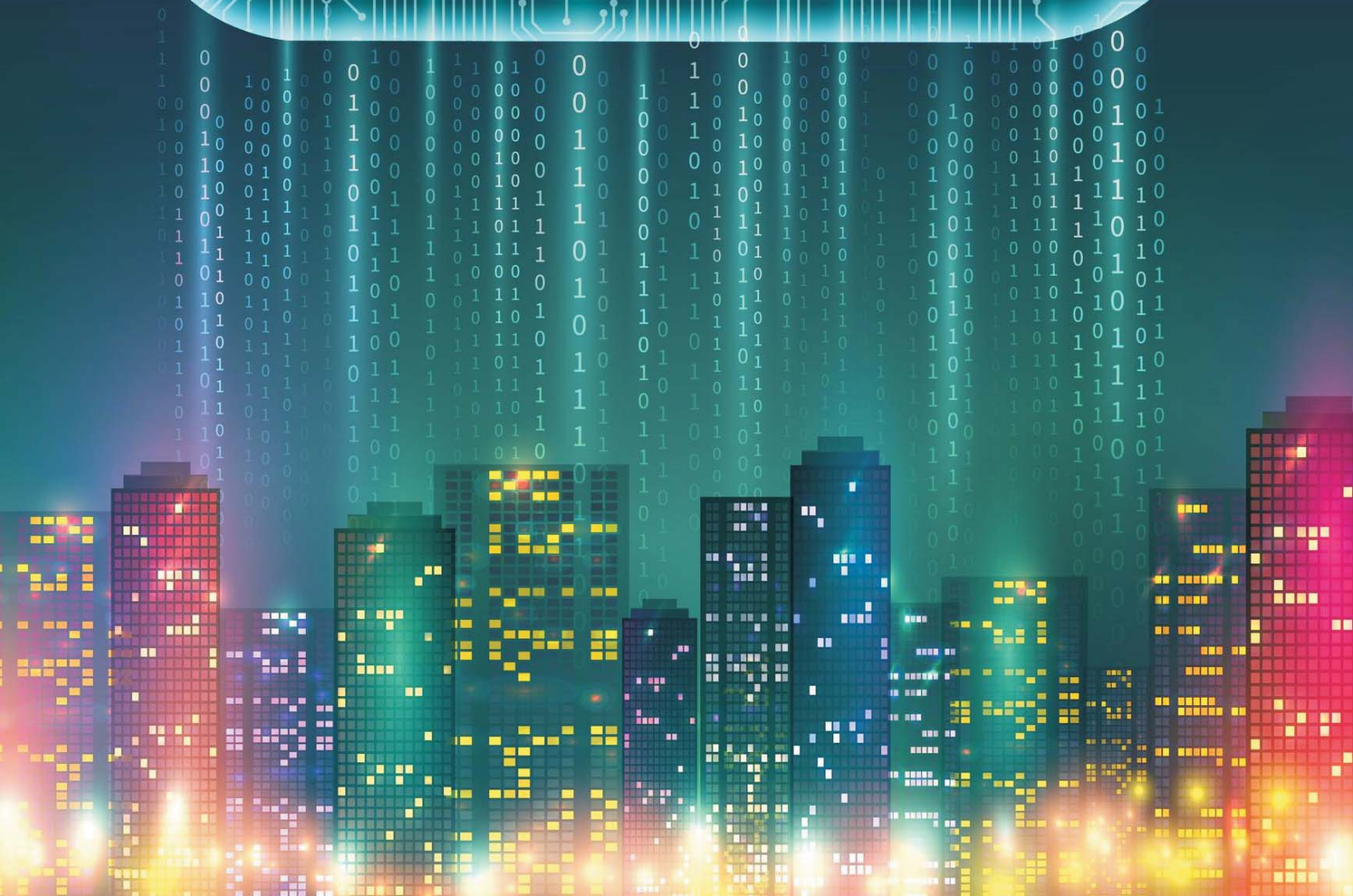
<b>Date of Original Appointment</b>	April 19, 1995	August 8, 2003	November 14, 2019	June 19, 2017
<b>Date of Appointment in current terms</b>	January 5, 2017	January 5, 2017	November 14, 2019	June 19, 2017
<b>Directorships held in other public companies including deemed public companies</b>	Airan Global Private Limited CQub Infosystems Private Limited Airan Bpo Private Limited	Airan Global Private Limited CQub Infosystems Private Limited	None	None
<b>Memberships / Chairmanships of committees of public companies**</b>	None	Stakeholder Relationship Committee (Member)	None	Stakeholder Relation Ship Committee (Chairperson) Audit Committee (Member)
<b>Inter-se Relationship with other Directors.</b>	Spouse of Mrs. Poonam Sandeepkumar Agrawal and Father of Mr. Abhishek Agrawal & brother in law of Mrs. Sarita Neeraj Aggarwal	Spouse of Mr. Sandeepkumar Vishwanath Agrawal, Mother of Mr. Abhishek Sandeepkumar Agrawal and Sister of Mrs. Sarita Neeraj Aggarwal	Son of Mr. Sandeepkumar Vishwanath Agrawal and Mrs. PoonamSandeepkumar Agrawal & Nephew of Mrs. Sarita Neeraj Aggarwal	No Relation

\*\*Includes only Audit Committee and Stakeholders' Relationship Committee.

Notes



# Data = Future







**Regd. Office :**

408, Kirtiman Complex,  
B/h. Rembrandt Building, C. G. Road,  
Ahmedabad - 380006, Gujarat, INDIA.



+91-79-2646 2233



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[www.airanlimited.com](http://www.airanlimited.com)