



NOTICE TO SHAREHOLDERS

REVISED NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF AIRAN LIMITED WILL BE HELD ON WEDNESDAY, 6TH SEPTEMBER 2017 AT 11:00 A.M. AT 408 KIRTIMAN COMPLEX B/H REMBRANDT C G ROAD AHMEDABAD- 380006

TO TRANSACT THE FOLLOWING BUSINESS: - ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Financial Statements of the Company for the year 2016-17 together with the Reports of the Board of Directors' and Auditors' thereon of the Company for the year 2016-17 as presented to the meeting, be and hereby, approved and adopted."

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Sandeepkumar Vishwanath Agrawal(DIN: 02566480), Managing Director, who retires by rotation and being eligible, offers him self for re-appointment, be and is hereby reappointed as a Managing Director of the Company."

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, the Company here by ratifies the appointment of M/s. Deora Maheshwari&Co, Chartered Accountants(Registration no.123009W) as the Statutory Auditor of the Company to audit the accounts from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification (s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Siddharth Dugar (07703369), who was appointed as an Additional

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Director of the Company with effect from 19th January, 2017 under Section 161 of the Act, be and is hereby appointed as an Non- Executive Independent Director of the Company to hold office for a term upto five consecutive years commencing from 19th January, 2017.”

5. To consider and if thought fit, to pass with or without modification (s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Ajit Jain (07827804), who was appointed as an Additional Director of the Company with effect from 19th June 2017 under Section 161 of the Act, be and is hereby appointed as Non- Executive Director of the Company liable to retire by rotation date commencing from 19th June, 2017.”

6. To consider and if thought fit, to pass with or without modification (s), the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 2(78), 2(94), 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and approval of the Company be and is hereby accorded to increase remuneration of Mr. Sandeepkumar Vishwanath Agrawal, Managing Director with effect from 6th September, 2017 on terms and conditions as set out below:

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

SALARY: Rs.12 lac per annum

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

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

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and Mr. Sandeepkumar Vishwanath Agrawal”

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

7. To consider and if thought fit, to pass with or without modification (s), the following resolution as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 2(78), 197, 2(94), 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act and approval of the Company be and is hereby accorded to increase remuneration of Mrs. Poonam Sandeepkumar Agrawal, Executive Director with effect from 6th September, 2017 on terms and conditions as set out below:

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

SALARY: Rs.12 lac per annum


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

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

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

For And On Behalf of Airan Limited


Stuti Kinariwala


Company Secretary & Compliance Officer

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PROCEDURE FOR E-VOTING

1. To use the following URL for e-voting: <https://evoting.karvv.com/>
2. Enter the login credentials i.e. userid and password mentioned in this communication. Your Folio No./DP ID Client ID will be your user id.

User – ID	For Shareholders holding shares in Demat Form a) For NSDL:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary ID
	For Shareholders holding shares in Physical Form Event no. followed by Folio Number registered with the Company
Password	In case of shareholders who have not registered their e-mail addresses, their user id and password is printed overleaf.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

3. After entering the details appropriately click on LOGIN.
4. Password change menu will appear. Change the password with a new password of your choice. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character.

Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy's e-voting platform.

System will prompt you to change your password and update any contact details like mobile #, email ID etc., on first login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it.

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

5. Login again with the new credentials.
6. On successful login, system will prompt to select the 'Event' i.e., the Company name - 'AIRAN Limited'.
7. On the voting page, you will see resolution description and against the same the option 'FOR/ AGAINST/ ABSTAIN' for voting.

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Enter the number of shares (which represents number of votes) under 'FOR/ AGAINST/ ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/ AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast his vote, select 'ABSTAIN'.

8. Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folios/demat accounts.
9. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
10. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
11. Corporate/ Institutional Shareholders (Corporate/ Fls/ Flls/Trust/ Mutual Funds/ Banks etc.) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to khyatishah.cs@gmail.com with a copy to evoting@karvy.com.
12. 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 <https://evoting.karvy.com> or contact Mr. S V Raju of Karvy at +91 40 67162222 or at 1800 345 4001 (toll free).
13. The voting rights shall be as per the number of equity shares held by the Member(s) as on Friday, 25th August 2017 i.e. cut-off date. Shareholders are eligible to cast vote electronically only if they are holding shares as on that date. Shareholders who have acquired shares after the dispatch of the Annual Report and before the cut-off date may approach the Registrar for issuance of the user id and password for exercising their right to vote by electronic means.
14. The e-voting period will commence at 9.00 a.m. on Thursday, 31st August 2017 and will end at 5.00 p.m. on Saturday, 2nd September 2017. The Company has appointed M/s KGS & Company, , Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast.
15. The results shall be declared on or after the AGM.

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EXPLANATORY STATEMENT AS REQUIRED U/S 102 OF THE COMPANIES ACT, 2013**ITEM NO 4****To Regularize appointment of Mr. Siddharth Dugar. (Din: 07703369)**

Pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013("the Act") and the rules made there under (including any statutory modification (s) or re-enactment thereof) read with the Listing Regulations, Mr.Siddharth Dugar (DIN: 07703369) who was appointed as an Additional Director of the Company with effect from 19th January, 2017 and whose term expires at ensuing general meeting is proposed to be appointed as Non-Executive Independent director of the Company to hold office for a term upto five consecutive years commencing from 19th January, 2017.

An ordinary resolution in terms as set out in item no.4 of the accompanying Notice is placed before the members in the meeting for approval.

Except Mr.Siddharth Dugar, being appointee none of the other Directors/key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item no.4 of the Notice.

ITEM NO 5**To Regularize appointment of Mr. Ajit Jain (Din:07827804)**

Pursuant to the provisions of Sections 149,152 and other applicable provisions of the Companies Act, 2013("the Act") and the rules made there under (including any statutory modification (s) or re-enactment thereof) read with the Listing Regulations, Mr.Ajit Jain (DIN: 07827804) who was appointed as an Additional Director of the Company with effect from 19th June, 2017 and whose term expires at ensuing general meeting is proposed to be appointed as Non-Executive Director of the Company who is liable to retire by rotation from 19th June, 2017.

An ordinary resolution in terms as set out in item no.5 of the accompanying Notice is placed before the members in the meeting for approval.

Except Mr. Ajit Jain, being appointee none of the other Directors/key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions at item no.5 of the Notice.

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ITEM-6

The Company has completed the annual performance appraisal of all the employees of the company including management. In view of this there is a revision in the salary of all the employees for the FY. 2016-17.

Hence the board of directors is requesting your approval for the revise in the remuneration of Mr. Sandeepkumar Vishwanath Agrawal, Managing Director of the company.

Except Mr. Sandeepkumar Vishwanath Agrawal and Mrs. Poonam Sandeepkumar Agrawal(Spouse) ,None of the directors are interested or concerned in this resolution.

ITEM-7

The Company has completed the annual performance appraisal of all the employees of the company including management. In view of this there is a revision in the salary of all the employees for the FY. 2016-17.

Hence the board of directors is requesting your approval for the revise in the remuneration of Mrs. Poonam Sandeepkumar Agrawal, Executive Director of the company.

Except Mrs. Poonam Sandeepkumar Agrawal and Sandeepkumar Vishwanath Agrawal(Spouse), None of the directors are interested or concerned in this resolution.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

The Board of Directors of the Company recommends the passing of Resolution as setout in Item No. 7 of the accompanying Notice for approval of Members as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is, directly or indirectly, concerned or interested, financially or otherwise, in the resolutions mentioned in Item No.7

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Details of Directors seeking reappointment/ change in designation:

Name	Mr. Siddharth Dugar	Mr. Ajit Jain	Mr. Sandeepkumar Vishwanath Agrawal
DIN	07703369	07827804	02566480
Appointed on	19.01.2017	19.06.2017	19/04/1995
Qualification	CA	CA, CS	B.com
Brief Profile	Mr. Siddharth Dugar is having 12 years of experience in the field of multi facet Corporate Finance for varied organizations across sectors	Mr. Ajit Jain is a Company Secretary and Chartered Accountant by qualification. He is having 19 years of experience in finance, Operation and banking. He has worked for more than 9 years with ICICI Bank in Operations.	Mr. Sandeepkumar Vishwanath Agrawal is having 27 years of experience in the field of information technology & information technology enabled services.
Directorship held in other companies	Nil	Cqub Infosystems Private Limited	Airan Network Private Limited
Membership/chairmanship of committee in other companies	Nil	Nil	Nil
No. of Shares held In the company	Nil	Nil	15,72,000, Equity Shares of Rs. 10 each
Relationship with the Company and its Director	Nil	Nil	Promoter of the Company and Spouse of Mrs. Poonam Agrawal who is an Executive Director of the Company

AIRAN LIMITED

Regd. Office : 408, Kirtiman Complex, B/h. Rembrandt, C. G. Road, Ahmedabad - 380006, INDIA.

Phone : +91-79-2646 2233, +91-8866442200 • CIN-U74140GJ1995PLC025519

Email : contact@airanlimited.com • Website : www.airanlimited.com • www.airanlimited.in



PROXY FORM

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

CIN L74140GJ1995PLC025519

Name of the Company: Airan Limited

Registered office : 408 Kirtiman Complex Bb/h rembrandt c g road ahmedabad- 380006

Name of the Member(s)

Registered Address

Email Id

Folio No / Client ID

DP ID:

I/ We, being the member(s) of _____ shares of the above named Company, hereby appoint

1 Name Address

E- Mail ID

of failing him Signature

2 Name

Address

E- Mail ID

of failing him Signature

of failing him

As my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 21st Annual General Meeting of the Company, to be held on 6th day of September, 2017 at 11:00 A.M at 408 Kirtiman Complex B/h Rembrandt C.G Road ahmedabad- 380006 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary business

1 To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors

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2 Re-appointment of Mr. Sandeepkumar Vishwanath Agrawal who retires by rotation.

3 Re-appointment of M/s Deora Maheshwri & Co, Chartered Accountants as Statutory Auditors.

Special Business

4. To Regularize the appointment of Mr. Sidharth Dugar as an Independent Director of the Company for the period of five years w.e.f 19th January, 2017

5. To Regularize the appointment of Mr. Ajit Jain as a Non- Executive Director of the Company w. e.f.19th June, 2017.

6.To Increase in the remuneration of Mr. Sandeepkumar Vishwanath Agrawal, Managing Director of the Company.

7. To Increase in the remuneration of Mrs. Poonam Sandeepkumar Agrawal, Executive Director of the Company.

Affix Revenue

Stamp

Signed this _____ day of _____ 2017.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Note: This of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP**(TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING)**

1.Name of The Attending Member (In Block Letter):_____

2.Registered Folio No./DP & Client ID:_____

3.Name of proxy (in block letters):_____

(to be filled if the proxy attends instead of the Member)

4.No of Shares held: _____

I certify that I am a registered shareholder / proxy / authorized representative for registered shareholder of the Company.

I hereby record my presence at the Annual General Meeting of the Company at the registered office of the company, situated at 408 Kirtiman Complex, B/h Rembrandt C.G Road Ahmedabad- 380006 on Wednesday, 6th September, 2017 at 11:00 A.M.

Member's / Proxy's Signature

Note: - Please fill up this attendance slip and hand it over at the entrance of the Meeting hall. Members are requested to bring their copy of the Annual Report.

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