

# **ARIS INTERNATIONAL LIMITED**

**CIN: L29130MH1995PLC249667**

**Registered Office:** 129-B, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka, Andheri (E), Mumbai - 400 072

***Extraordinary General Meeting***

**NOTICE**

Notice is hereby given that an Extra Ordinary General Meeting (EGM) of the members of M/s. Aris International Limited will be held on Saturday, 31st March, 2018 at 129-B, Ansa Industrial Estate, Saki Naka, Andheri (E), Mumbai 400072 at 11.30 a.m. to transact the following business:

**SPECIAL BUSINESS:****ITEM NO.1**

To consider and approve re-classification of Promoters of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provisions of Regulation 31A(2) read with Regulation 31A(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments made thereto) (hereinafter referred to as “Listing Regulations”) or any other applicable provisions of Listing Regulations and other applicable laws, consent of the members of Company be and is hereby given to reclassify the following entities/ persons from “Promoter Category” to “Public Category” since the entities/persons are neither involved in the management nor holds any controlling stake in the Company and also none of aforesaid entities/persons has entered into any Shareholders' Agreement with the Company nor have they got any Veto Rights or Special Information Rights or Special Rights as to voting power or control of the Company:

Sr. No	Name of Entity/Person	No. of Equity shares held	% of total Equity share Capital
1	A K HARLALKA & SONS (HUF)	6000	1.30
2	PRADEEP KUMAR SARAWAGI	1250	0.27
3	ANANT VEER HARLALKA	900	0.19
4	PRAKASH KUMAR SARAWAGI	600	0.13
5	GULJARI LAL JAIN	500	0.11
6	PRABIN KUMAR SARAWAGI	500	0.11
7	SUNITA HARLALKA	250	0.05
8	MADAN LAL HARLALKA	10	0.00

RESOLVED FURTHER THAT it is hereby confirmed that

- the aforesaid entities/persons do not hold more than 10% of paid-up equity share capital of the Company;
- the aggregate shareholding of all of the above 8 entities/persons in aggregate is only 2.17% of the equity share capital of the Company and the individual shareholding is even lower;
- the aforesaid entities/persons have not and will continue to not exercise direct or indirect control over the Company;
- no director of above entities and aforesaid persons have been or would be appointed as key managerial personnel of the Company; and
- no special right were even held and would not be ever held by the above reclassified persons.

**AND RESOLVED FURTHER THAT** Mr. Pawankumar Tibrewal – Managing Director and Mr. Ramesh Mishra-Director of the Company be and are hereby authorized to such acts and deeds as deem fit and proper.

**Certified to be true  
FOR ARIS INTERNATIONAL LIMITED**

**Sd/-  
Pawan Tibriwala (DIN-06458210)  
Managing Director**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The company had received a request from the following entities/ person falling under the category of promoters/ Promoter Group of the Company requesting to be reclassified from the category of “Promoters/Promoter Group “ to “ Public Category”:

Sr. No	Name of Entity/Person	No. of Equity shares held	% of total Equity share Capital
1	A K HARLALKA & SONS (HUF)	6000	1.30
2	PRADEEP KUMAR SARAWAGI	1250	0.27
3	ANANT VEER HARLALKA	900	0.19
4	PRAKASH KUMAR SARAWAGI	600	0.13
5	GULJARI LAL JAIN	500	0.11
6	PRABIN KUMAR SARAWAGI	500	0.11
7	SUNITA HARLALKA	250	0.05
8	MADAN LAL HARLALKA	10	0.00

The aforesaid entities/person together are holding very insignificant shareholding which constitutes 2.17% of the total paid up equity capital of the Company. The aforesaid entities/person do not exercise any control over the Company and is not engaged in the management of the Company. The aforesaid entities neither have representation on the Board of Directors of the Company nor hold any key Management Personnel position in the Company. The Company has also not entered into any shareholders Agreement with them. Further none of aforesaid entities/person has got any veto Rights as to voting power or control of the Company. They do not even have any Special Information Rights. The promoter Group also not represented in the Board.

The aforesaid entities/Person have requested to the Company to reclassify them from being a “Promoter Shareholder” to Public Shareholder” of the Company.

Based on request from the above promoter entities/persons, the matter was discussed by the Board of Director of the Company at their meeting held on 16th February, 2018 and Board decided to get the above entities/persons reclassified from the category of “promoter to public” with the approval of stock exchanges. Regulation 31A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “Listing Regulation” is the main Regulation which deals with reclassification of promoter shareholding into public shareholding. It provides that the stock exchanges shall allow reclassification of the status of the promoter shareholders only if the following main condition is satisfied:

- (i) Upon receipt of a request from the concerned listed entity or the concerned shareholders
- (ii) Upon receipt of all relevant evidence to be provided
- (iii) On BSE being satisfied with the compliance of conditions mentioned in Regulation 31A.

In addition, 4 (four) alternative and mutually additional conditions have been specified under Regulation 31A (4) (Transmission / Succession/ inheritance), 31A (5) (Replacement of Promoter), 31A (6) (entity become professionally manage company and does not have identifiable promoters) and 31A (7) (any other manner) depending upon the mode of reclassification. This, Regulation 31A (2) is the main regulation which provides for reclassification and the main conditions for the same.

A reclassification may also be permitted by the stock exchanges under the main Listing Regulation No. 31A(2) itself read with the additional condition specified under Regulation 31A (7) of Listing Regulation. The sum total of conditions under the two sub regulations are as follows:

- (i) A request for reclassification is to be made by the concerned listed entity or by the concerned shareholders/ to stock exchanges;
- (ii) All relevant evidence to be provided;
- (iii) Reclassified promoter shall not directly/indirectly exercise control over the affair of entity;
- (iv) Increase in the level of public shareholding pursuant to reclassification of promoters shall not be considered towards achieving compliances with minimum public shareholding requirement under Rule 19A of the Securities contracts (Regulation) Rule, 1975 and 9
- (v) The event of reclassification shall be disclosed to the stock exchange as a material event in accordance with the provisions of Listing Regulations.

All the conditions specified under Regulations 31A(2) and 31A(7) of Listing Regulation have been duly complied with by the Company.

The company's case of re-classification of promoter is covered under Regulation 31A (2) of Listing Regulation and does not fall under the Regulation 31A (4), 31A (5), and 31A (6) of Listing Regulations which requires the approval of the Shareholders.

None of the Directors/ Key Managerial Personal of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution as set out at Item No.01 of the Notice except to the extent of their shareholding, if any, in the Company.

The Board therefore commends the Regulation no.1 for approval of the members as Special Resolution.

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office at Place: 129-B Ansa Industrial Estate Saki Vihar Road, Sakinaka, Andheri (East) Mumbai-400072 not less than forty eight hours before the commencement of the meeting.
4. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata- 700 001. Telephone No.:- 2243 5029/5809
5. Members are requested to notify immediately any change in their address:
  - a. To their Depository Participants (DPs) in respect of their electronic share accounts, and
  - b. To the share transfer agent M/s. Maheshwari Datamatics Pvt. Ltd as the Registrar & Share Transfer Agent, having their office at 6, Mangoe Lane, Kolkata- 700 001. Telephone No.:- 2243 5029/5809 .Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.
6. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.

**ARIS INTERNATIONAL LIMITED**

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7. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
8. Members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
9. Members may also note that the notice of the Extra Ordinary General Meeting will also be available on the Company's website <http://arisinternational.in> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday.

**Mumbai**, 16th February, 2018

**Registered Office:**

Place-129-B Ansa Industrial Estate,  
Saki Vihar Road, Sakinaka,  
Andheri(East) Mumbai-400072

**By Order of the Board**

**Sd/-**

**Pawankumar Tibrewal(DIN-06458210)**  
**Managing Director**

**Voting through Electronic Means:**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per Securities Exchange Board Of India(Listing Obligation & Disclosure Requirement) Regulation,2015 (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e-voting services provided by CDSL.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday 27th March 2018 at 9.00 a.m. and ends on Thursday, 29th March, 2018 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Thursday 22nd March, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Now to cast your vote: Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / Folio number in the Dividend Bank details field as mentioned in instruction (v)..</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant “ARIS INTERNATIONAL LIMITED” on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxii) The Company has appointed Mr. Saroj Panda, Practicing Company Secretary (CP 3699 FCS 5071) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

- (xxiii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xiv) In case of Members who are entitled to vote but have no electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.



# ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

Regd. Office: 129 B Ansa Industrial Estate, Saki Naka, Andheri (E), Mumbai - 400 072

## PROXY FORM

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

Name of the Company : ARIS INTERNATIONAL LIMITED

Registered office : 129 B Ansa Industrial Estate, Saki Naka, Andheri (E), Mumbai - 400 072

Tel. No. 022-42153479, E-Mail: [arisinternationaltd@gmail.com](mailto:arisinternationaltd@gmail.com), Website: <http://arisinternational.in>

Name of the Member (s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email-Id: \_\_\_\_\_

Folio No/Client ID: \_\_\_\_\_ DP ID: \_\_\_\_\_

I/We, being the member (s) holding \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or  
failing him

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or  
failing him

3. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E-mail Id: \_\_\_\_\_

Signature: \_\_\_\_\_

**ARIS INTERNATIONAL LIMITED**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of Aris international Limited to be held on the Saturday 31st March, 2018 at 11.30 a.m. on Thursday at 129 B Ansa Industrial Estate, Saki Naka, Andheri (E), Mumbai - 400 072 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
<b>Special Business:</b>				
1)	Pursuant to regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to consider & reclassify the entities/ persons from "Promoter/Promoter Category/GROUP" to "Public Category".			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

1. This form 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.
2. Please complete all details including details of member(s) before submission.  
To appoint Auditors and fix their remuneration

**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

**Extra Ordinary General Meeting on Saturday 31st March, 2018**

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Extra Ordinary General Meeting of Aris International Limited, at 129 –B Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri Mumbai-400072, Saturday, 31st March, 2018.

(Member's /Proxy's Signature)

**Note:**

1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.

2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.

3) A Proxy need not be a member of the Company.

4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.