

# ARIS INTERNATIONAL LIMITED

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

## ***19TH ANNUAL REPORT***

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**BOARD OF DIRECTORS :**

MR. RAMESH MISHRA	:	DIRECTOR
MR. AVINASH TIWARI	:	INDEPENDENT DIRECTOR
MR. PAWANKUMAR SRIGOPAL TIBREWAL	:	MANAGING DIRECTOR
MS. NEHA AGARWAL	:	INDEPENDENT DIRECTOR

**BANKERS:**

BANK OF INDIA, Mumbai

**AUDITORS :**

M/S K. M TAPURIAH & CO  
Chartered Accountants

**COMPLIANCE OFFICER**

Mr. Loknath Mishra

**REGISTERED OFFICE :**

129-B Ansa Industrial Estate,  
Saki Naka, Andheri(E), Mumbai-400072

**REGISTRAR & SHARE TRANSFER AGENT**

Maheshwari Datamatics Pvt Ltd  
6, Mangoe lane,  
2nd Floor, Kolkata – 700 001

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of ARIS INTERNATIONAL LTD. will held at 129-B Ansa Industrial Estate, Saki Naka, Andheri (E), Mumbai-400072 on Tuesday, the 30th day of September, 2014 at 11.30 A.M. to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Ramesh Mishra, who retires by rotation and being eligible, offers him for reappointment.
3. **Appointment of Mr. Avinash Tiwari as an Independent Director of the Company.**
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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Avinash Tiwari (DIN 05336563), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

4. **Appointment of Ms. Neha Agarwal as an Independent Director of the Company.**

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Ms. Neha Agarwal (DIN 06686208), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

5. **Appointment of Auditors**

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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s. K.M. Tapuriah & Co., Chartered Accountants (Firm Registration No.314043E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty - First AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

**SPECIAL BUSINESS**

**6 Power to Borrow Money:**

To Consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**“RESOLVED THAT** in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of paid-up Capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's Banker and financiers in the ordinary course of business, shall not be in excess of Rs.25 crore.

**RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

For and on behalf of the Board

Place: Mumbai

Date: 14/08/2014

Sd/-

Pawan Tibrewal

Managing Director

**NOTES:**

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to appoint and vote instead of himself and the proxy need not be a member of the Company. Proxy should reach the registered office of the Company at least 48 hours before the time of the meeting.
2. The Register of Members and share transfer books will remain closed from Monday 1st September, 2014 to Friday, 5th September, 2014 (both days inclusive).
3. Members desiring to seek any information on the annual Accounts/ operations are requested to write to the Company at least Seven days before the date of the meeting so as to enable the management to keep the information ready.
4. Members /Proxies attending the meeting are requested to bring copy of their Annual Report with them in meeting.
5. All communications relating to shares are to be addressed to the Company or the Company's Share Transfer Agent/ M/s. Maheswari Datamatics Pvt. Ltd, 6, Mangoe Lane, (Surendra Mohan Ghosh Sarani) 2nd Floor Kolkata: 700001.
6. Information required to be furnished under the Listing Agreement.
7. As required under Clause 49 of the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be appointed/reappointed are given below :

<b>Name of Director</b>	Mr. Ramesh Mishra	Mr. Avinash Tiwari	Ms. Neha Agarwal
<b>Date of Birth</b>	15 <sup>th</sup> October, 1968	1 <sup>st</sup> January, 1975	22 <sup>nd</sup> January, 1988
<b>Date of Appointment</b>	20/07/2012	5/09/2013	5/09/2013
<b>Qualification</b>	FCS	B.Com	ACA
<b>Expertise in Specific Functional Area</b>	Corporate Laws, Corporate Accounts , Acquisition, Merger, takeover and Finance	Expertise as an Accountant for 15 years	Finance & Accounts
<b>Executive &amp; Non Executive Director</b>	Non- Executive	Non- Executive Independent Director	Non – Executive Director
<b>Independent Director</b>	No	Yes	Yes
<b>Other Directorship</b>	NA	Skypak Service Specialists Limited	SURABHI CHEMICALS AND INVESTMENTS LTD
<b>Other Committee Membership/Chairman</b>	NA	1.	2

**NOTES:**

In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the businesses specified in the accompanying Notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e- voting or in person at the General Meeting.

The procedure and instructions for voting through electronic means are as follows:-

1. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (i) Now, select the "ARIS INTERNATIONAL LTD" from the drop down menu and click on "SUBMIT"
  - (ii) 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.
  - (iii) Next enter the Image Verification as displayed and Click on Login.
  - (iv) 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.
  - (v) 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 up to dated of their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the Folio number is less then 8 digit 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 Rajesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <ARIS INTERNATIONAL LIMITED> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts 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.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 24th September, 2014 at 9.00 a.m. and ends on 24th September, 2014 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 14th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

For and on behalf of the Board

Place: Mumbai

Date: 14/08/2014

Sd/-

Pawan Tibrewal

Managing Director



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING THE ANNUAL GENERAL MEETING.**

**ITEM NO.6**

- The company earlier obtained permission from members to take loan in due and normal course of business to meet with the new regulations of section 185 of the Companies Act, 2013, the Board hereby seeks an enabling resolution so that they can meet with the growing demands and business requirement.
- Section 180(1)(c) of the Companies Act,2013 effective from September 12,2013 require that the Board of Directors shall not borrow monies in excess of the Company's paid up share Capital and free reserves, apart from temporary loans obtained/ to be obtained from the Company's bankers in the ordinary course of business, except with consent of the Company accorded by way of a special resolution
- It is, therefore, necessary for the member to pass a Special Resolution under Section 180(1)(c) of the Companies Act,2013 and other applicable provision of the Companies Act, 2013, as set out at Item No.6 of the Notice, to enable the Board of Directors to borrow monies not exceeding Rs 25 crore.
- None of the Directors and key Managerial Personnel of the Company and their relative is concerned or interested, financial or otherwise, in the resolution set out at Item No.6.

## DIRECTOR'S REPORT

To The Members

ARIS INTERNATIONAL LTD.

Your Directors present the 19th Annual Report of your Company along with the Audited Statement of Accounts for the financial year ended March 31, 2014.

### FINANCIAL RESULTS

The Financial Results are stated as under

(Rs.)

<u>PARTICULARS</u>	Year Ended 31.03.2014	Year Ended 31.03.2013
Sales & Operating Income	200,000	548,035
Other Income -	-	
Total Expenditure	916,395	1,698,418
Gross Income/ (Loss) before Interest, Depreciation and Taxation	(716,395)	(1,150,383)
Depreciation -	-	
Provision for Taxation	-	
Net Loss	(716,395)	(1,150,383)

### OPERATIONAL PERFORMANCE AND FUTURE OUTLOOK

Income of the company from operation is of Rs.2,00,000/- as compared to Rs. 548,035 in previous year. Profit before Tax (7,163,95) is as compared to (1,150,383) in previous year.

### DIVIDEND

Directors do not recommend any dividend for the year ended 31st March, 2013 in view to conserve the resources.

### AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self explanatory and do not call for any comments under section 217 (3) of the companies Act, 1956.

### AUDITORS

The retiring Auditors M/S K. M TAPURIAH & CO - Chartered Accountants, have been reappointed to hold office as statutory auditor of the Company, till the conclusion of the next Annual General Meeting. They have furnished a certificate to the effect that the proposed re-appointment is in accordance with the limits specified U/s. 224(1B) of the Companies Act, 1956.

### PARTICULARS OF EMPLOYEES

None of the employees are covered under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

### CORPORATE GOVERNANCE

As per the directions of SEBI, the report on corporate governance is annexed separately in this Annual report.

### DIRECTORS

Mr. Satyajit Mishra resigned as a director of the company w.e.f. 7th October, 2013

Mr. Nitin Oza resigned as a director of the company w.e.f. 19th September, 2013

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) That in the preparation of the accounts for the financial year ended 31st March, 2014; the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31st March, 2014 on a 'going concern' basis.
- (v) That the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and operating effectively;
- (vi) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**BANK AND FINANCIAL INSTITUTIONS**

Directors are thankful to their bankers for their continued support to the company.

**HUMAN RESOURCES**

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company.

**EMPLOYER/EMPLOYEE RELATIONS**

The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial. The Directors wish to put on record their sincere appreciation and gratitude for the services rendered by the workers and staff at all levels.

**PERSONNEL**

The Company has not paid any remuneration attracting the provisions (Particulars of Employees) Rules, 1975 read along with section 217(2A) of the Companies Act, 1956. Hence no information is required to be appended to this report in this regard.

**PARTICULARS AS PER SECTION 217 (2A) OF COMPANIES ACT, 1956:**

During the year under review, none of the employees of the Company was in receipt of remuneration aggregating Rs. 60,00,000/- or more per annum, if employed throughout the year, or Rs. 5,00,000/- or more per month, in case employed for part of the year. Hence, there are no particulars to be annexed to this report as required under section 217 (2A) of the Companies Act, 1956 and the rules made there under.

**SECRETARIAL COMPLIANCE CERTIFICATE:**

In accordance with section 383A, of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001, the company has obtained a certificate from a secretary in whole time practice confirming that the company has complied with all the provisions of the Act and copy of such certificate annexed to this report.

**FIXED DEPOSITS:**

During the year under review, the Company has not accepted or renewed any deposits within the meaning of Section 58A of the Companies Act, 1956 and rules made there under.

**CORPORATE GOVERNANCE:**

A Report on Corporate Governance as also a Management Discussion and Analysis Report along with a certificate from M/s K M Tapuria & Co , Chartered Accountants, regarding compliance of requirements of Corporate Governance pursuant to Clause 49 of the Listing Agreement with the Stock Exchange is annexed herewith.

**EXTRACT OF ANNUAL RETURNS**

1. The Paid up capital of the Company: Rs. 46,201,000/- consisting of 46,20,100 equity shares of face value of Rs.10/- each.
2. The Board of Directors of the company consists of 4 Directors namely Mr. Pawan Tirewal, Mr. Ramesh Mishra, Mr. Avinash Tiwari, Ms. Neha Agarwal. Out of which 2 directors namely Mr. Avinash Tiwari and Ms. Neha Agarwal were 2 Independent Directors.
3. The secured debt of the company is Nil.
4. The Promoters holding is consists of 270,100 equity shares of Rs.10/- each amounting to 5.85%.
5. There was no un-paid dividend during the year.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Particulars as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 are given in Annexure-1 to this report.

**RISK MANAGEMENT POLICY**

The company has developed Risk Management Policy mainly covering the following areas of concerns

1. License and policy of respective government all over the world.
2. The Company's risk and control policy is designed to provide reasonable assurance that objectives are met by integrating management control into daily operation, by ensuring all the Compliance

**INDEPENDENT DIRECTORS DECLARATIONS**

In the opinion of the Board, the independent directors are, individually, person of integrity and possess relevant expertise and experience.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company , or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

5. Independent Director, neither himself nor any of his relatives—
- (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of--
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
  - (iii) Holds together with his relatives two per cent or more of the total voting power of the company; or
  - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
6. Independent director possesses such qualifications as may be directed by the Board.
7. The Company & the Independent Directors shall abide by the provisions specified in schedule IV of the Companies Act, 2013.

**NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE**

Pursuant to section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee consisting of Three (3) of Directors Mr. Pawan Tibrewal, Mr. Avinash Tiwari – Independent Director and Ms. Neha Agarwal being the Chairman of the Committee.

The Gist of the Policy of the said committee:

1. For Appointment of Independent Director (ID):
- a. Any person who is between the age of 25 years and below 75 years eligible to become ID;
  - b. He has to fulfill the requirements as per section 149 of the Companies Act, 1956 read with cl. 49 of the Listing Agreement;
  - c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
  - d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
  - e. ID should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
  - f. ID should be able to devote time for the Board and other meetings of the company;
  - g. Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
  - h. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual Meeting.

**PERFORMANCE OF THE BOARD AND COMMITTEE:**

During the year under review, the performance of the Board & Committee and Individual Director(s) based on the below parameters satisfactory:

1. Most of the Directors attended the Board meeting;
2. The remunerations paid to executive Directors strictly as per the company and industry policy.
3. The Independent Directors only received sitting fees.
4. The Independent Directors contributed a lot based on their experience and knowledge and Independent views.
5. The Credit Policy, Loan Policy and compliances were reviewed;
6. Implementation of Risk Management Policy

**DETAILS RELATING TO LOANS AND INVESTMENTS:**

Details relating to section 186 of the Companies Act, 2013 with regards to loans & investment made by the company are given in detail in the Auditor's Report and the annexures thereto.

**RELATED PARTY TRANSACTIONS:**

Details of related party transactions as per section 188 of the Companies Act, 2013 are given in the Auditor's report and annexures thereto.

**REDUCTION OF CAPITAL:**

The accumulated losses of the company as on 31st March, 2014 was of Rs. 4,61,52,361 which amounts to more than 98% erosion of its paid up capital, the company preferred a reduction of capital under section 100 – 104 of the Companies Act, 1956 and the members at their meeting held on 19th July, 2014 approved the same.

Presently the company is waiting for In Principle approval from BSE as per clause 24(f) of Listing Agreement for reduction of capital.

**ACKNOWLEDGEMENTS**

The Board of Directors expressed their sincere gratitude to its employees, suppliers, share holders, bankers and other government agencies for their continued support.

For and on behalf of the Board

Place : Mumbai

Sd/-

Date: 14th August, 2014

Pawan Tibrewal

Managing Director

## CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

The Company's Philosophy on Code of Governance envisages attainment of highest level of transparency, accountability, empowerment and ethical business conduct across all facets of its operations. The Company aspires to be a responsible partner acting with integrity towards its shareholders, customers, employees, the government and its business associates.

**2. BOARD OF DIRECTORS COMPOSITION**

The Board of Directors of the Company is as follows :-

Name of Directors	Category	Attendance Particulars	
		Board Meetings	Last AGM
Mr. Pawan Tibrewal *	Managing Director	5	Yes
Mr. Ramesh Mishra	Non Executive Director	7	Yes
Mr. Avinash Tiwari	Independent Director	7	Yes
Ms. Neha Agarwal *	Independent Director	4	Yes

\*\* Mr. Pawan Tibrewal and Ms. Neha Agarwal appointed in the company w.e.f. 5th September, 2013 Seven Board Meetings were held during the financial year 2013-2014. They were held on 30/05/2013, 14/08/2013, 19/09/2013, 7/10/2013, 14/11/2013 and 14th February, 2014.

**3. AUDIT COMMITTEE**

The term of reference of this committee cover the matter specified for Audit Committee under clause 49 of the Listing Agreement.

**COMPOSITION**

The current Audit Committee of the Company comprises three Directors, who possess knowledge of the corporate finance & accounts.

The constitution of the Audit Committee is as follows:-

Name of Directors	Status in Committee	Nature of Directorship
Ms. Neha Agarwal	Chairman	Non-Executive & Independent
Mr. Ramesh Chandra Mishra	Director	Director
Mr. Avinash Tiwari	Director	Non-Executive & Independent

**MEETINGS AND ATTENDANCE**

During the financial year ended 31st March, 2014, 4 Audit Committee Meetings were held during the year under consideration

**4. SHARE HOLDERS COMMITTEE**

The present Shareholders Investors Grievance Committee consists of

Name of Directors	Status in Committee	Nature of Directorship
Mr. Avinash Tiwari	Chairman	Non-Executive & Independent
Mr. Ramesh Mishra	Director	Independent Director
Mr. Pawan Tibrewal	Director	Managing Director

The Committee deals with various matters relating to the transmission of shares, issue of duplicate share certificates, approving the split and consolidation requests and other matters including Shareholder's Complaints and Grievance. There are no investor Grievance and pending Share Transfers as on 31st March, 2014.

**5. DISCLOSURE**

- i) The Company has not entered into any transactions of a material nature with the promoters, directors or the management that may have potential conflict with the interest of the company at large.
- ii) The Company has neither made any non-compliance with any of the legal provisions of the law nor any penalty or stricture has been imposed by the Stock Exchange or SEBI or any other statutory authority, on any matter related to the capital markets, during the last three years. Listing Fees of some Stock Exchanges are being pending.

**6. Annual General Meeting**

Details of Annual General Meeting

Particulars	F.Y. 2012 -13	F.Y.2011 -12	F.Y.2010 -2011
Date	30/09/2013	29/08/2012	16/09/2011
Time	11.00 AM	3.00 PM	11.00AM
Venue	129, B Ansa Industrial, Sakivihar, Saki Naka, Andheri (East), Mumbai 400072	21, Princep Street, Kolkata - 700 072	21, Princep Street, Kolkata - 700 072
Regd. Office	129, B Ansa Industrial Estate, Saki Vihar, Saki Naka, Andheri (East), Mumbai 400072	21, Princep Street, Kolkata - 700 072	21, Princep Street, Kolkata - 700 072

**DISCLOSURES :**

19 <sup>th</sup> Annual General Meeting Date & Time	30 <sup>th</sup> September, 2014 at 11.30 A.M
Venue	129-B Ansa Industrial Estate, Saki Naka, Andheri (E), Mumbai-400072
Financial Calendars (Tentative)	1 <sup>st</sup> April, 2014 to 31 <sup>st</sup> March, 2015
Financial Reporting for the Quarter Ended 30 <sup>th</sup> June 2014	14 <sup>th</sup> August, 2014
Financial Reporting for the Quarter Ended 30 <sup>th</sup> September 2014	By mid of October, 2014
Financial Reporting for the Quarter Ended 31 <sup>st</sup> December 2014	By mid of February, 2015
Financial Reporting for the Quarter Ended 31 <sup>st</sup> March 2015	By end of May, 2015
Annual General Meeting For the year ending 31 <sup>st</sup> March, 2015	30 <sup>th</sup> September, 2015
Book Closure	1 <sup>st</sup> September, 2014 to 5 <sup>th</sup> September, 2014
Registered Office	129-B Ansa Industrial Estate, Saki Naka, Andheri(E), Mumbai-400072
Listing on Stock Exchange at	Bombay Stock Exchange Limited
Company Registration No.	L29130WB1995PLC073555
NSDL & CDSL – ISIN	INE588E01018



**7. Registrar and Share Transfer Agents**

Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata-700 001. Telephone No. 2243 5029/5809 are Registrars and Share Transfer Agents

**8. Share Transfer System**

The Shares received for transfer in physical mode are registered and returned within a period of 30 Days from the date of receipts if the documents are clear in all respect.

**9. Distribution of Shareholding as on 31st March, 2014**

No. of Equity Shares held	No. of Shareholders	No. of Shares Held	% Share holding
1 to 500	167	66600	1.4415
501 to 1000	156	131400	2.8441
1001 to 2000	18	25800	0.5584
2001 to 3000	33	83400	1.8052
3001 to 4000	5	18800	0.406
4001 to 5000	6	29100	0.6299
5001 to 10000	10	89300	1.9329
10001 to above	46	4175700	90.3812
Grand Total	441	4620100	100.00

**Share Holding Pattern as on 31st March, 2014 :**

Category	No. of Shares Held	% of Share Capital
Promoter's Holding	270100	5.85
Mutual Funds/UTI	0	0
Banks/Financial Institutions/Insurance	0	0
Company/Govt. Company	0	0
Corporate Bodies	640400	13.8612
NRIs/Foreign shareholders	0	0
Public/Others	3709600	66.36
Total	4620100	100

**Dematerialization of Shares**

The ISIN no of the company is INE588E01018. The total demated shares as on 31.03.2014 is 15,03,800

**9. Investor Correspondence**

For any assistance regarding share transfers, transmission, change of address, non-receipt of annual report and any other query relating to the shares of the Company, please write to MAHESHWARI DATAMATICS PVT. LTD. 6, Mangoe Lane, Kolkata- 700001.

**10. Delisting from Stock Exchange**

The company delisted its securities from the following stock exchange(s):

1. Ahmadabad Stock Exchange
  2. Jaipur Stock Exchange
- Calcutta Stock Exchange

**DECLARATION**

To,

The Member of

ARIS International Limited

As provided under Clause 49 of the Listing Agreement with Stock Exchanges, all the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct for the year ended 31st March, 2014.

For ARIS International Limited

Place : Mumbai

Sd/-

Date: 14th August, 2014

Pawan Tibrewal

Managing Director

## MANAGEMENT DISCUSSION ANALYSIS REPORT

### INDUSTRY STRUCTURE AND DEVELOPMENT:

The Company is engaged in (1) Software Development (2) Real-estate & (3) manufacturing and marketing of auto parts and equipments. The auto industry of India has not performed well during the year under review. The company started the development of real-estate and advanced for land development in the state of Maharashtra. The slow down in the real-estate sector and in absence of actual borrower, the company decided to wait and watch. The Software development on a contract basis started during the year under review.

### OPPORTUNITIES AND RISKS:

Today's equipments manufacturers are faced with a spectrum of challenges as they strive for consistent quality products while reducing input costs. The fluctuating customer demands, high energy costs, strict environmental limits are few of the threats faced by the Industry. The Company also strives to improve its efficiency levels in all areas of its operations by reducing the costs thereby increasing the profits. The economic slowdown forced the company to not venture into auto industries.

The Company can see a better future in real-estate sector and want to go for development. Presently the sector is for reason of recession and interest rate not generating much interest amongst actual user. The company in the long run will venture in the said segment.

The company even though there were lot of recession in the software industry got few contracts for development and will continue the said businesses accordingly.

There has been a global rise in demand for the auto parts and equipments due to increased activity in automobile Industry. The Company sees great opportunity for the industry to grow as a whole.

### SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company during the year mainly engaged in contract work of software development. Also the company invested in real-estate development. Due to adverse market condition the company is presently exploring new opportunities.

### OUTLOOK:

1. The world's top car makers turn to India for the nuts and bolts of their vehicles. Due to slowdown in the auto segment, it would be difficult to go for retail segment. Manufacturing the parts also not cost effective.
2. In Use and Europe the software segment started showing improvement. The Company can go for procuring businesses abroad. The chances of getting business in this segment just started in a revised trend.
3. The real-estate sector presently witnessing downturn and hopefully after the general election and correction in interest rate will give a boost which actually has a bright future in the long run.
  - a. I certify that I have reviewed the financial statements and the cash flow statement for the year 2013-14 and that to the best of our knowledge and belief:
    - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
    - These statements together present a true and fair view of the companies affairs and are in compliance with existing accounting standards, applicable laws and regulations;
  - b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2013-14 which are fraudulent, illegal or violative of the companies code of conduct;

- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee –
- There have been no significant changes in internal control over the financial reporting during the year 2013-2014.
  - There have been no significant changes in accounting policies during the year 2013-14; and
  - There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting

Place : Mumbai  
Date: 14th August, 2014

For ARIS International Limited  
Sd/-  
Pawan Tibrewal  
Managing Director

**Auditor's Certificate Regarding Compliance of Conditions of Corporate Governance**

To the Members of

Aris International Limited

We have examined the compliance of conditions of Corporate Governance by Aris International Limited, for the year ended 31st March 2014, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company

**For K M TAPURIAH & CO**  
Firm Registration No 314043E  
(Chartered Accountants)  
**Sd/-**

Place: Mumbai

Date: 30.05.2014

**NAVEEN MOHTA**  
(Partner)  
Membership No: 048111

**SECRETARIAL COMPLIANCE CERTIFICATE**

(U/S 383A of the Companies Act, 1956 & Rule 3 of the Companies (Compliance Certificate) Rules, 2001)

To,  
The Members  
M/s. Aris International Limited  
Mumbai

I have examined the registers, records, books and papers of M/s. Aris International Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2014. In my/our opinion and to best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. the company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and rules made thereunder and all entries therein have been duly recorded.
2. the company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The company, being a public limited company, comments are not required.
4. the Board of Directors duly met 6 times on 30/05/2013, 14/08/2013, 19/09/2013, 7/10/2013, 14/11/2013 and 14th February, 2014 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. the company closed its Register of Members from 23rd September, 2013 to 27th September 2013 (both days inclusive) and necessary compliance of section 154 of the Act has been made.
6. the annual general meeting for the financial year ended on 31st March, 2013 was held on 30th September, 2013 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary meeting(s) was/were held during the financial year ended 31st March, 2014.
8. The company has not advanced any loans to its directors and/or persons or firms or companies referred to under section 295 of the Act.
9. the company has not entered into any contracts as per the provisions of section 297 of the Act.
10. the company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or central Government.
12. the Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates.
13. the Company has:
  - I. delivered all the certificates on lodgment for transfer/transmission or any other purpose in accordance with the provisions of the Act;
  - II. The Company has not deposited any amount in a separate Bank Accounts as no dividend was declared during the financial year;

- III. The Company was not required to post warrants to any member of the company as no dividend was declared during the financial year;
  - IV. there being no transaction necessitating transfer, the company has not transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund; and
  - V. duly complied with the requirements of section 217 of the Act.
- 14. the Board of Directors of the company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
  - 15. The Company has appointed Mr. Pawan Tibrewal- Managing Director during the financial year.
  - 16. The Company has not appointed any sole selling agents during the financial year.
  - 17. There were no instances falling within the purview of section 188 of the Companies Act, 2013 requiring any approvals from the Board of Directors, Members or central Government.
  - 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
  - 19. The company has not issued any shares/debentures/other securities during the financial year and complied with the provisions of the Act.
  - 20. The Company has not bought back any shares during the financial year.
  - 21. The company has not issued any preference shares or debentures. Hence, there was no redemption of preference shares or debentures during the financial year.
  - 22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
  - 23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
  - 24. The amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending 31st March, 2014 is/are within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have already been passed in duly convened annual/extraordinary general meeting.
  - 25. the company has not made any loans and investments, or given guarantees or provided securities to other bodies corporate . The section 372A is not applicable.
  - 26. The Company has altered the provisions of the Memorandum with respect to situation of the company's registered office from the state to another during the year under scrutiny.
  - 27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
  - 28. The Company has not altered the provisions of the Memorandum with respect to the share capital of the company during the year under scrutiny.
  - 29. The Company has altered the provisions of the Memorandum with respect to the name of the company during the year under scrutiny.
  - 30. The company has not altered its Article of Association during the Financial Year.

**ARIS INTERNATIONAL LIMITED**

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31. There was/were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The company has not required to deposit employee's and employer's contribution to provident fund with prescribed authorities pursuant to section 418 of the Act as the same was not applicable.

Place: Mumbai

Date: 14.08.2014

For Saroj Panda & Co.  
Company Secretaries

**Sd/-**

Cp No. 3699; Membership No. 5071



**ANNEXURE A**

Registers as maintained by the Company

- |  |          |
|--|----------|
| 1. Register of Members                 | U/s. 88  |
| 2. Share Transfer Register             | U/s. 56  |
| 3. Register of Directors               | U/s. 170 |
| 4. Register of Director's Shareholding | U/s. 170 |
| 5. Register of Contracts               | U/s. 189 |
| 6. Register of Loans & Investment      | U/s. 186 |
| 7. Minutes of the Board Meeting        | U/s. 118 |
| 8. Minutes of the General Meeting      | U/s. 118 |
| 9. Fixed Assets Register               |          |

Place: Mumbai

For Saroj Panda & Co.  
Company Secretaries

Date : 14/08/2014

Sd/-  
Cp No. 3699; Membership No. 5071

**ANNEXURE B**

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2014

S. No.	Form No./Return	Filed under section	For	Date of Filing	Whether filed within prescribed time yes/no	If delay in filing whether requisite additional fee paid Yes/no.
1	Annual Return (20B)	159	For the year ended 31.3.2013	18/11/2013	Yes	No
2	Balance sheet (23AC/ACA)	220	For the year ended 31.3.2013	28/10/2013	Yes	No
3	Form 66	383	31.3.2013	09/10/2013	Yes	No
4	Form 21	17 (1)	05.08.2013	20/09/2013	Yes	No
5	Form 18	146	05.08.2013	24/09/2013	No	Yes
6	Form 32	303(@),264(2) or 266(1)(a) and 266(1)(b)(iii)	05/09/2013	03/10/2013	Yes	No
7	Form 32	303(@),264(2) or 266(1)(a) and 266(1)(b)(iii)	05/09/2013	03/10/2013	Yes	No
8	Form 32	303(@),264(2) or 266(1)(a) and 266(1)(b)(iii)	05/09/2013	03/10/2013	Yes	No
9	Form 25C	section 269(2)	07/10/2013	19/12/2013	Yes	No
10	Form 32	303(@),264(2) or 266(1)(a) and 266(1)(b)(iii)	07/10/2013	31/12/2013	No	Yes

Place: Mumbai

For Saroj Panda & Co.  
Company Secretaries

Date: 14.08.2014

Sd/-  
Cp No. 3699; Membership No. 5071

INDEPENDENT AUDITORS' REPORT

To  
The Members of Aris International Limited

**Report on the Financial Statements**

We have audited the accompanying financial statements of Aris International Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

**Management's Responsibility for the Financial Statements**

The Company's Management is responsible for the preparation of these 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 Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular No. 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the accompanying financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014; in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2003', as amended by the 'the Companies (Auditor's Report) (Amendment) Order, 2004', ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:

**ARIS INTERNATIONAL LIMITED**

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- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards notified under the Act read with the General Circular No. 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013
- e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

**For K M TAPURIAH & CO**  
Firm Registration No 314043E  
(Chartered Accountants)  
**Sd/-**

Place: Mumbai

Date: 30.05.2014

**NAVEEN MOHTA**  
(Partner)  
Membership No: 048111

**Annexure to Independent Auditors' Report**

Referred to in paragraph 7 of the Independent Auditors' Report of even date to the members of Aris International Limited on the financial statements for the year ended March 31, 2014

- i. As the company does not have any fixed assets the clause 4(i) of the Order is not applicable to the company.
- ii. As the company does not have any inventory the clause 4(ii) of the Order is not applicable to the company.
- iii. (a) As informed, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions stated in paragraph 4 (iii)(b),(c) and (d) of the order are not applicable.  
  
(b) The company has taken unsecured loans from companies, firms or other parties covered in the register maintained under section 301 of the Act. The number of such parties were 5 (five) and the maximum amount involved in the transactions was Rs 1,38,55,508/- and the year end balance of loans taken from such parties was Rs 1,20,15,508/-. The rate of interest and other terms and conditions of such loan taken by the company are prima facie not prejudicial to the interest of the company.
- iv. In our opinion and according to the information and explanations given to us, there exists an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct weakness in internal control system of the company.
- v. According to the information and explanations given to us by the management, the transactions that need to be entered into the register u/s 301 of the Companies Act, 1956 have been so entered.
- vi. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Act and the rules framed there under.
- vii. In our opinion, the Company does not have an internal audit system commensurate with the size and nature of its business.
- viii. The company is not required to maintain cost records u/s 209 (1) (d) of the Companies Act, 1956.  
(a) According to the information and explanation given to us and as per records produced before us for verification, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.  
  
(b) According to the information and explanations given to us, no undisputed dues in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, sales-tax, customs duty, excise duty, cess and other statutory dues which were outstanding, as at 31.03.2014 for a period of more than six months from the date they became payable.  
  
(c) According to the information and explanation given to us and verification of the records produced, there no disputed statutory dues outstanding as on March 31, 2014.
- x. The accumulated losses of the company at the end of the financial year are more than 50% of its net worth. The company has incurred cash losses in the current and immediately preceding financial year.
- xi. In our opinion, the company has not defaulted in repayment of loan from bank or financial institutions.

**ARIS INTERNATIONAL LIMITED**

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- xii. According to the information and explanations given to us and based on the documents and records produced to us, the company has not granted loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- xiv. According to the information and explanation given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause (xiv) of paragraph 4 of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- xv. As per information and explanations given to us, the company has not given any guarantees for loans taken by others from banks or financial institutions during the year.
- xvi. The company has not raised any term loans during the year.
- xvii. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- xviii. According to the information and explanations given to us, the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix. According to the information and explanations given to us, no debentures have been issued by the company during the year.
- xx. The Company has not raised money by way of public issue during the year.
- xxi. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by the management.

**For K M TAPURIAH & CO**  
Firm Registration No 314043E  
(Chartered Accountants)  
**Sd/-**

Place: Mumbai

Date: 30.05.2014

**NAVEEN MOHTA**  
(Partner)  
Membership No: 048111

**ARIS INTERNATIONAL LIMITED**

(Formerly known as Aditya Gears Ltd)  
Balance sheet as on 31st March, 2014

Particulars	Note No	31st March 2014 (₹)	31st March 2013 (₹)
<b>Equity and liabilities</b>			
<b>Shareholder's funds</b>			
Share capital	2	46,201,000	46,201,000
Reserves and surplus	3	(46,152,361)	(45,435,966)
<b>Current liabilities</b>			
Short Term Borrowings	4	13,753,758	7,713,258
Trade Payables	5	136,564	610,049
Other current liabilities	6	-	20,000
<b>Total</b>		<b><u>13,938,961</u></b>	<b><u>9,108,341</u></b>
<b>Assets</b>			
<b>Non-current assets</b>			
Non-current Investment	7	840,000	840,000
Long term loans and advances	8	12,900,000	8,000,000
<b>Current assets</b>			
Short term loans and advances	9	122,829	105,777
Cash and cash equivalents	10	76,132	162,564
<b>Total</b>		<b><u>13,938,961</u></b>	<b><u>9,108,341</u></b>

**Notes on significant accounting policies and  
Additional information to the financial statements**

1-16

As per our report of even date

**For K M Tapuria & Co.**

**Chartered Accountants**

Firm Registration Number: 314043E

**For and behalf of the Board**

**Aris International Limited**

Sd/-

CA Naveen Mohata

**Partner**

Membership number: 048111

Sd/-

Ramesh Mishra

**Director**

Sd/-

Pawan Tibrewal

**Director**

Place : Mumbai

Date : 30th May, 2014

**ARIS INTERNATIONAL LIMITED**

(Formerly known as Aditya Gears Ltd)

Statement of profit and loss account for the year ended 31st March, 2014

Particulars	Note No	Current year	Previous Year
		(Rs.)	(Rs.)
<b>Income</b>			
Income from operations	11	<u>200,000</u>	<u>548,035</u>
<b>Total revenue</b>		<u><u>200,000</u></u>	<u><u>548,035</u></u>
<b>Expenditure</b>			
Employee benefit expenses	12	97,500	157,500
Other expenses	13	<u>818,895</u>	<u>1,540,918</u>
<b>Total expenditure</b>		<u><u>916,395</u></u>	<u><u>1,698,418</u></u>
<b>Profit/(Loss) before tax</b>	<b>(I - II)</b>	<b>(716,395)</b>	<b>(1,150,383)</b>
<b>Tax expense</b>			
Current tax		-	-
Deferred tax		-	-
Current tax expense relating to prior years		<u>-</u>	<u>-</u>
		<u><u>-</u></u>	<u><u>-</u></u>
<b>Profit/(Loss) for the year from continuing operations</b>		<b>(716,395)</b>	<b>(1,150,383)</b>
<b>Earnings per share</b>			
<b>Basic and Diluted</b>			
Computed on the basis of total profit from continuing operations	16.3	(0.16)	(0.22)

**Notes on significant accounting policies and  
Additional information to the financial statements**

1-16

As per our report of even date

**For K M Tapuria & Co.****Chartered Accountants**

Firm Registration Number: 314043E

**For and on behalf of the Board of Directors of  
Aris International Limited**

Sd/-

CA Naveen Mohata

**Partner**

Membership number: 048111

Sd/-

Ramesh Mishra

**Director**

Sd/-

Pawan Tibrewal

**Director**

Place : Mumbai

Date : 30th May, 2014

**ARIS INTERNATIONAL LIMITED**

(Formerly known as Aditya Gears Ltd)

**Cash flow statement for the ended 31st March, 2014**

	31st March 2014	31st March 2013
	(₹)	(₹)
<b>Cash flows from operating activities</b>		
Net profit before tax	(716,395)	(1,150,383)
<u>Adjustments for</u>		
Add : Non Cash Item/Items required to be disclosed separately	-	-
Operating profit before working capital changes	(716,395)	(1,150,383)
<u>Changes in Working Capital:</u>		
Short-term loans and advances	2,948	(50,974)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	(473,485)	(5,770,499)
Other current liabilities	(20,000)	20,000
Profit generated from operations	(1,206,932)	(6,951,856)
Tax paid (net of refunds)	(20,000)	(54,803)
<b>Net Cash generated from operating activities</b>	<b>(i) (1,226,932)</b>	<b>(7,006,659)</b>
<b>Cash flows from investing activities</b>		
<b>Net cash generated from investing activities</b>		
Advances given	(4,900,000)	(8,000,000)
	<b>(ii) (4,900,000)</b>	<b>(8,000,000)</b>
<b>Cash flows from financing activities</b>		
Receipt of Calls in Arrears	-	8,093,500
Non current investment	-	(837,000)
Receipts from Long Term Borrowings (net)	6,040,500	7,713,258
<b>Net cash generated from financial activities</b>	<b>(iii) 6,040,500</b>	<b>14,969,758</b>
Net change in cash and cash equivalents	<b>(i+ii+iii) (86,432)</b>	<b>(36,901)</b>
Cash and cash equivalents at the beginning of the year	162,564	199,465
<b>Cash and cash equivalents at the end of the year</b>	<b>76,132</b>	<b>162,564</b>

**Notes forming part of the financial statement**

1-16

As per our report on even date

**For K M Tapuriah & Co.****Chartered Accountants**

Firm Registration Number: 314043E

Sd/-  
CA Naveen Mohata**Partner**

Membership number: 048111

Place : Mumbai

Date : 30th May, 2014

**For and on behalf of the Board of Directors of  
Aris International Limited**Sd/-  
Ramesh Mishra  
**Director**Sd/-  
Pawan Tibrewal  
**Director**



**Aris International Ltd**  
**Notes forming part of financial statement**

**Note – 1**

**Significant accounting policies**

**Basis of preparation of financial statements**

These financial statements have been prepared to comply in all material respects with the accounting standards notified by Companies (accounting standards) Rules, 2006 (as amended), accounting principles generally accepted in India and the relevant provisions of the Companies act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis. The accountings policies have been consistently applied by the company and are consistent with those used in the previous period.

**Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, belief that these estimates are reasonable and prudent, actual results may differ from estimates.

**Revenue Recognition**

Incomes/Expenses/Revenues are accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured.

**Cash flow**

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. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

**Segmental reporting**

Operations of the company have been bifurcated into two primary segments i.e. Software Development and Realty. Segment Revenue, Results and Assets and Liabilities figures include the respective amounts identifiable to each of the Primary Segments. Other unallocable expenditure, assets and liabilities relates to corporate as a whole.

**Earnings Per Share**

Earnings per Share has been computed in accordance with Accounting Standard 20 - "Earning Per Share" by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The earnings considered for ascertaining the company's Earnings per Share is the net profit after tax.

**Income Tax**

Tax expense comprises of current tax and deferred tax. Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws.

Deferred income tax reflect the current period timing difference between taxable income and accounting income for the period and reversal of timing difference of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is a virtual certainty that sufficient future taxable income will to available to realise the same.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

**Provisions, Contingent Liabilities and Contingent Assets**

present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognised nor disclosed in the financial statements.

**Aris International Limited**  
(Formerly known as Aditya Gears Ltd)  
**Notes forming part of the financial statements**

**Note - 2 Share capital**

Particulars	₹	
	31 March, 2014	31 March, 2013
<b>(a) Authorised</b>		
70,00,000 equity shares of ₹ 10/- each with voting rights	70,000,000	70,000,000
	<u>70,000,000</u>	<u>70,000,000</u>
<b>(b) Issued, subscribed and paid up</b>		
46,20,100 (P.Y. 54,20,500) equity shares of ₹ 10/- each with voting rights	46,201,000	54,205,000
Less: Shares forfeited during the year (P.Y. being amount unpaid on 8,00,400 equity shares of ₹ 10/- each)	-	(2,020,750)
Less: Calls in Arrears (P.Y. being unpaid amount on 14,07,675 equity shares of ₹ 10/- each)	-	(14,076,750)
Add: Amount received on account of Calls in Arrears (P.Y. being amount paid up on 10,83,700 equity shares of ₹ 10/- each)	<u>46,201,000</u>	8,093,500
46,20,100 (P.Y. 46,20,100) equity shares of ₹ 10/- each with voting rights	<u>46,201,000</u>	<u>46,201,000</u>

**Notes:**

**(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period**

Particulars	Issued, subscribed and paid up							
	Opening balance	Fresh issue	Bonus	ESOP	Conversion	Buy back	Forfeiture	Closing balance
Equity shares with voting rights								
Year ended 31 March, 2014	4,620,100	-	-	-	-	-	-	4,620,100
- Number of shares	46,201,000	-	-	-	-	-	-	46,201,000
- Amount (₹)	46,201,000	-	-	-	-	-	-	46,201,000
Year ended 31 March, 2013	5,420,500	-	-	-	-	-	(800,400)	4,620,100
- Number of shares	54,205,000	-	-	-	-	-	(8,004,000)	46,201,000
- Amount (₹)	54,205,000	-	-	-	-	-	(8,004,000)	46,201,000

**(ii) Details of shares held by each shareholder holding more than 5% shares:**

Class of shares/Name of shareholder	31 March, 2014		31 March, 2013	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
David Castellino	800,400	17.32%	733,100	15.87%
Ramesh Chandra Mishra	643,700	13.93%	-	0.00%
Ashok Capital Services Pvt Ltd	-	0.00%	460,000	9.96%
K R Overseas Pvt Ltd	311,800	6.75%	311,800	6.75%
Kakrania Trading Pvt Ltd	280,400	6.07%	280,400	6.07%
Chaitrail Vishnu Chaudhari	232,700	5.04%	232,700	5.04%

**ARIS INTERNATIONAL LIMITED****Notes forming part of the financial statements**

(₹)

**31st March 2014 31st March 2013****Note - 3 Reserves and surplus****Capital Reserve**

Balance as per last financial statement	2,020,750	-
Add: Addition during the year on account of Share forfeiture	-	2,020,750
Less: Utilised during the year	-	-
Balance as per current financial statement	<u>2,020,750</u>	<u>2,020,750</u>

**Surplus/(Deficit) in statement of profit and loss**

Balance as per last financial statement	(47,456,716)	(46,306,333)
Add: Profit/(loss) for the year	<u>(716,395)</u>	<u>(1,150,383)</u>
Net surplus/(Deficit) in statement of profit and loss	<u>(48,173,111)</u>	<u>(47,456,716)</u>
	<b><u>(46,152,361)</u></b>	<b><u>(45,435,966)</u></b>

**Note - 4 Short term borrowings****Unsecured loans repayable on demand**

From other parties	1,798,250	4,548,250
From related parties (Refer Note 15)	<u>11,955,508</u>	<u>3,165,008</u>
	<b><u>13,753,758</u></b>	<b><u>7,713,258</u></b>

**Note - 5 Trade payables**

Sundry creditors for expenses	<u>136,564</u>	<u>610,049</u>
	<b><u>136,564</u></b>	<b><u>610,049</u></b>

**Note - 6 Other current liabilities**

Statutory remittances	-	20,000
	<u>-</u>	<u>20,000</u>

**Note - 7 Non- Current Investment**

Investment in shares of Saboo Brothers Limited (32,000 shares of ` 25 each/-) (Market Value ` 4,60,160/-, P.Y. ` 3,52,000)	840,000	840,000
	<u>840,000</u>	<u>840,000</u>

**Note - 8 Long term loans and advances**

Other loans and advances (Refer note 16.12)	12,900,000	8,000,000
	<u>12,900,000</u>	<u>8,000,000</u>

**Note - 9 Short term loans and advances**

Security deposits	22,539	-
Prepaid expenses	25,487	50,974
Income tax paid	74,803	54,803
(Net of provision for tax Rs. Nil, P.Y Rs. Nil)		
	<u>122,829</u>	<u>105,777</u>

**Note - 10 Cash and cash equivalents**

Cash on hand	20,456	133,759
Balance with banks	<u>55,676</u>	<u>28,805</u>
	<b><u>76,132</u></b>	<b><u>162,564</u></b>

**ARIS INTERNATIONAL LIMITED**

Notes forming part of the financial statements

(₹)

**31st March 2014** **31st March 2013****Note - 11 Income from operation**

Professional Fees	200,000	548,035
	<b>200,000</b>	<b>548,035</b>

**Note - 12 Employee benefit expenses**

Salaries and bonus	97,500	157,500
	<b>97,500</b>	<b>157,500</b>

**Note - 13 Other expenses**

Advertisement	21,959	25,621
Travelling and conveyance	10,667	6,135
Bank charges	1,643	1,290
Directors' Sitting fees	32,500	30,000
Printing and Stationery	13,741	32,394
Rent, rates and taxes	90,000	62,500
General charges	14,867	17,382
Auditors' remuneration	28,090	28,090
Stock exchange fees	482,481	983,747
Professional Charges	15,400	215,169
AGM Expenses	27,500	11,500
Postage and Stamps	5,463	28,890
Repairs and Maintenance	50,000	-
Filing Fees	8,600	50,526
Registrar and Custodian Fees	14,184	44,665
Interest on late payment of TDS	1,800	-
Miscellaneous Expenses	-	3,009
	<b>818,895</b>	<b>1,540,918</b>

**Note:****Payment to auditor**

As auditor - for statutory audit (including limited review )	25,000	25,000
Service tax	3,090	3,090
	<b>28,090</b>	<b>28,090</b>

**Notes forming part of the financial statements**
**Note - 14 Segment information**

The Company has identified two business segments as its primary segment. Business segments are primarily software development and realty. Revenues and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reportable segment have been allocated on the basis of associated revenues of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as unallocable expenses. Assets and liabilities that are directly attributable or allocable to segments are disclosed under each reportable segment. All other assets and liabilities are disclosed as unallocable

Particulars	For the year ended 31 March, 2014			
	Business segments			Total
	Software development	Realty	Unallocated	
	(₹)	(₹)	(₹)	(₹)
Revenue	200,000 (548,035)	-	-	200,000 (548,035)
Segment result	200,000 (548,035)	-	(916,395)	(716,395) (548,035)
Operating income	200,000 (348,035)	-	-	200,000 (348,035)
Profit before taxes	200,000 (348,035)	-	(916,395)	(716,395) (348,035)

Particulars	For the year ended 31 March, 2014			
	Business segments			Total
	Software development	Realty	Unallocated	
	(₹)	(₹)	(₹)	(₹)
Segment assets	-	12,900,000	1,038,961	13,938,961
	-	(8,000,000)	(1,108,341)	(9,108,341)
Segment liabilities	-	13,753,758	136,564	13,890,322
	-	(7,713,258)	(630,049)	(8,343,307)

Note: Figures in bracket relates to the previous year

Notes forming part of the financial statements

**Note 15 Disclosures under Accounting Standards**

**Related party transactions**

<u>Description of relationship</u>	<u>Names of related parties</u>
Key Management Personnel (KMP)	Ramesh Mishra Pawan Tibrewal
Relatives of KMP	Padmini Mishra (Sister in law of the director Mr Ramesh Mishra)
Company in which KMP/Relatives of KMP can exercise significant influence	Sumita Management Constancy Pvt Ltd (Company in which Ramesh Mishra is a Director) Ira Aarna Securities Services Pvt Ltd (Company in which Ramesh Mishra is a Director) Redtwigs Consultancy Pvt Ltd (Company in which Ramesh Mishra is a Director) Ira Aarna Online Paintings Private Limited (Company in which Ramesh Mishra is a Director)

Note: Related parties have been identified by the Management.

**Details of related party transactions during the year ended 31 March, 2014 and balances outstanding as at 31 March, 2014:**

<u>Particulars</u>	<u>KMP</u>	<u>Relatives of</u>	<u>Entities in</u>	<u>Total</u>
(₹)				
<b><u>Transactions during the year</u></b>				
Loans taken	1,085,500 (-)	- (425,000)	9,555,000 (81,109)	<b>10,640,500</b> <b>(506,109)</b>
Loan taken repaid	250,000 (-)	400,000 (-)	1,200,000 (3,170,282)	<b>1,850,000</b> <b>(3,170,282)</b>
Directors' Sitting fees	32,500 (30,000)	- (-)	- (-)	<b>32,500</b> <b>(30,000)</b>
Professional Fees paid	- (-)	- (-)	- (15,169)	<b>-</b> <b>(15,169)</b>
Reimbursement of expenses	- (-)	- (-)	- (20,250)	<b>-</b> <b>(20,250)</b>
Rent paid	- (-)	- (-)	60,000 (50,000)	<b>60,000</b> <b>(50,000)</b>
<b><u>Balances outstanding at the end of the year</u></b>				
Loan taken outstanding	835,500 (-)	25,000 (425,000)	11,155,008 (2,790,008)	<b>12,015,508</b> <b>(3,215,008)</b>

Note: Figures in bracket relates to the previous year

Note - 16 Additional information to the financial statements

**Note** Particulars

	31 March, 2014 (₹)	31 March, 2013 (₹)
<b>16.1 Contingent liabilities and commitments (to the extent not provided for)</b>		
(i) Contingent liabilities		
(a) Claims against the Company not acknowledged as debt	Nil	Nil
(b) Guarantees	Nil	Nil
<b>16.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006</b>		
Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provision of this Act is not expected to be material.		
<b>16.3 Earnings per share (EPS)</b>		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
	31 March, 2014	31 March, 2013
	(₹)	(₹)
<b>Total (continuing) operations for the year</b>		
Profit/(loss) after tax	(716,395)	(1,150,383)
<b>Net profit/(loss) for calculation of basic/diluted EPS (A)</b>	<u>(716,395)</u>	<u>(1,150,383)</u>
Weighted average number of equity shares in calculating basic EPS	(B) 4,620,100	5,317,435
<b>Earnings per share (EPS) (basic/diluted) (A/B)</b>	<u>(0.16)</u>	<u>(0.22)</u>
	31 March, 2014	31 March, 2013
<b>16.4 Deferred Tax Asset/Liability (Net)</b>	(₹)	(₹)
<b>Deferred Tax Liability</b>		
On difference between book balance and tax balance of fixed assets	-	-
Gross deferred tax liability (A)	<u>-</u>	<u>-</u>
<b>Deferred tax assets</b>		
On difference between book balance and tax balance of fixed assets	-	-
Gross deferred tax assets (B)	<u>-</u>	<u>-</u>
<b>Deferred tax Asset/(Liability) (Net) (A/B)</b>	<u>-</u>	<u>-</u>
<u>Particulars</u>	<u>31 March, 2014</u>	<u>31 March, 2013</u>
	(₹)	(₹)
<b>16.5</b> Value of imports calculated on CIF basis	Nil	Nil
<b>16.6</b> Expenditure in foreign currency	Nil	Nil
<b>16.7</b> Earnings in foreign exchange	Nil	Nil
<b>16.8</b> The balances appearing under short term borrowings, sundry creditors, loans and advances, and banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation		
<b>16.9</b> In the opinion of the Board, assets other than fixed assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.		
<b>16.10</b> During the year under consideration, there is no tax effect of timing difference resulting from the recognition of items in the financial statements and in estimating its current tax provision. Hence, no provision for deferred tax is made. Further, as a matter of prudence, in the absence of virtual certainty, the company has not created deferred tax asset on accumulated losses.		
<b>16.11</b> Loans and advanced include ₹ 1,10,00,000/- (P.Y ₹ 70,00,000/-) advanced to Mrs. Shraddha V. Singh for development of 8.5 acres of plot no. 247/402, 404 A/1, 404(B) located at Kalamgar-Mumbai-Nasik highway, Shahapur Taluka in the district of Thane. and ₹ 5,00,000/- (P.Y ₹ 10,00,000/-) advanced to Hemali Pujara towards agreement for use of place located at 1st floor, Modi House, 10th Bora Masjid Street, Mumbai - 400001, as Guest House to be used for the purpose of conference and stay of office staff.		
<b>16.12</b> Since the Company recognises gratuity and leave salary expense on payment basis no liability for the same has been ascertained and provided in the accounts. Hence, the company has not complied with the provisions of AS-15 "Accounting for Retirement Benefit".		
<b>16.13</b> Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.		



**ARIS INTERNATIONAL LIMITED****Groupings to financial statements**

31st March 2014

(₹)

<b>G.N. 4</b>	<b>Short term borrowings</b>	
	<b>From other parties</b>	
	Panchmadhu Projects Pvt Ltd	250,000
	K R Overseas Pvt Ltd	1,548,250
		<b>1,798,250</b>
	<b>From related parties</b>	
	Sumita Management Constancy Pvt Ltd	6,840,008
	Ira Aarna Online Paintings Pvt Ltd	1,800,000
	Ira Aarna Securities Services Pvt Ltd	2,455,000
	Ramesh Mishra	835,500
	Padmini Mishra	25,000
		<b>11,955,508</b>
<b>G.N. 5</b>	<b>Trade payables</b>	
	<b>Sundry creditors for expenses</b>	
	Audit Fees payable	28,090
	Ira Aarna Securities Services Pvt Ltd	60,000
	Innovative Communication	5,280
	Maheshwari Datamatics Pvt Ltd	694
	Patit Biswal	42,500
		<b>136,564</b>
<b>G.N. 8</b>	<b>Other loans and advances</b>	
	Hemali Pujara	500,000
	Shraddha Singh	11,000,000
	Krishna Developers	1,400,000
		<b>12,900,000</b>
<b>G.N. 9</b>	<b>Short term loans and advances</b>	
	<b>Security deposit</b>	
	NSDL deposit	22,539
		<b>22,539</b>
	<b>Prepaid expenses</b>	
	Prepaid Custodian Fees (CDSL)	25,487
		<b>25,487</b>
	<b>Income tax paid</b>	
	<b>Assessment Year : 2013-14</b>	
	Tax deducted at source on Professional Fees	54,803
	<b>Assessment Year : 2014-15</b>	
	Tax deducted at source on Professional Fees	20,000
		<b>74,803</b>
<b>G.N. 10</b>	<b>Cash and cash equivalents</b>	
	<b>Balance with scheduled banks in current account</b>	
	Bank of India A/c - 002420110000952	55,676
		<b>55,676</b>

**ATTENDANCE SLIP**  
**ARIS INTERNATIONAL LIMITED**

**REGD. OFFICE: 129-B, ANSA INDUSTRIAL ESTATE, SAKI NAKA, ANDHERI (E),MUMBSI 400072.**

Please complete this attendance slip and hand it over at the Registered Office of the Company. Members of their Proxies are requested to present this form for admission, duly signed in accordance with their specimen signature with the company. The admission will, however, be subject to verification of signature and such other checks, as may be necessary. I hereby record my presence at the 19<sup>th</sup> Annual General Meeting of the company on 30<sup>th</sup> September, 2014 at the registered office of the company at 11.30 a.m.

<b>DPID :</b>		<b>CLIENT ID:</b>	
<b>NAME AND ADDRESS OF THE SHAREHOLDER (IN BLOCK LETETRS)</b>			

Signature of the Shareholder of proxy

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**PROXY FORM**  
**ARIS INTERNATIONAL LIMITED**

<b>DPID :</b>		<b>CLIENT ID:</b>	
---------------	--	-------------------	--

I/We \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a Member/ Members  
\_\_\_\_\_ of

Aris International Limited hereby appoint \_\_\_\_\_ of  
\_\_\_\_\_ (or failing him) \_\_\_\_\_ of  
\_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our  
behalf at Annual General Meeting of the company to be held on 30<sup>th</sup> September, 2014 at 11.30 a.m.  
at the Registered office of the Company and at any adjournment thereof in respect of such  
resolutions as are indicated below.

Sr. N o	Resolutions	For	Against	Abstain
1	Adoption of Audited Annual Accounts of the company for the year ended 31st March, 2014			
2	To appoint a Director in place of Mr. Ramesh Mishra, who retires by rotation and being eligible, offers him for reappointment.			
3	Re-Appointment of Mr. Avinash Tiwari as an Independent Director of the Company for the period of 5 yrs;			
4	Re-Appointment of Ms. Neha Agarwal as an Independent Director of the Company for the period of 5 yrs;			
5	Appointment of M/s. K M Tapuriah and Co as an Auditor of the Company for the period of 3yrs			
6	Power to borrow money			

AS WITNESS my hand /our hands this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Rs. 1/- Revenue Stamp
-----------------------------

Signed by the said \_\_\_\_\_

Note: The proxy form must be deposited at the Registered office of the company not less than 48 hours before the time of the holding the meeting. The proxy need not be a member of the company.

Folio No: \_\_\_\_\_

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

**Book Post**

**If Undelivered please return to:**

**ARIS INTERNATIONAL LIMITED**

**Regd. Off.:** 129 B Ansa Industrial Estate,  
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