

ARIS INTERNATIONAL LIMITED

(CIN NO: L29130MH1995PLC249667)

20/02/2024

To
Department of Corporate Services,
BSE Limited
25th Floor,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001.

BSE CODE: 531677

SUBJECT: NOTICE OF EXTRA- ORDINARY GENERAL MEETING (“EGM”)

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we submit herewith the Notice convening the Extra Ordinary General Meeting scheduled to be held on Friday, March 15, 2024 at 04:00 p.m. at INS Tower, 7t Floor, Office No 707, A wing, Bandra Kurla Complex, Bandra East, Mumbai - 400 051.

In compliance with above mentioned circulars, the Notice of Extra-Ordinary General Meeting will be sent in electronic mode to Members whose email IDs are registered with the Company or the Depository Participant(s).

In compliance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by The Institute of Company Secretaries of India, the Company is providing the facility to Members to exercise their right to vote by electronic means on Resolutions proposed to be passed at EGM. The Company has engaged CDSL for providing facility for voting through remote e-Voting, for participation in the EGM and Voting during the EGM.

Key information:

Cut-off Date	Friday, March 08, 2024
Day, Date and time of commencement of remote e-Voting	Tuesday, March 12, 2024 at 9:00 am.(IST)
Day, Date and time of end of remote e-Voting	Thursday, March 14 , 2024 at 5:00 p.m.(IST)
Extra Ordinary General Meeting	Friday, March 15, 2024

The copy of the Notice of EGM is available on the Website of the Company at www.arisinternational.in and on the website of the Stock Exchange i.e., BSE limited at www.bseindia.com and on the CDSL website at www.evotingindia.com

ARIS INTERNATIONAL LIMITED

(CIN NO: L29130MH1995PLC249667)

Kindly acknowledge and take on record the same.

Thanking you,

For Aris International Limited,

RAMESH
CHANDRA
MISHRA

Digitally signed by
RAMESH CHANDRA
MISHRA
Date: 2024.02.20
20:09:10 +05'30'

Ramesh Chandra Mishra

Director

DIN: 00206671



NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting** of the Members of ARIS INTERNATIONAL LIMITED (CIN L29130MH1995PLC249667) will be held on **Friday 15th March 2024 at 4.00 p.m.** at INS Tower, 7TH Floor, Office No 707, A wing, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, India to transact the following Special businesses;

SPECIAL BUSINESS(ES):

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 2,00,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH TO PROMOTER AND NON-PROMOTER(S) GROUP OF THE COMPANY:

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

“RESOLVED THAT pursuant to provisions of Section Sections 23(1)(b), 39 & 42, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the applicable provisions of the Foreign Exchange Management Act, 1999, and rules and regulations made there under, including the Foreign Exchange Management (Transfer or Issue of Security by a person resident outside India) Regulations, 2000 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with enabling provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with the provisions of Chapter-V of the Preferential Issue as contained in the Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018 as amended (The “SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the rules, regulations, notifications and circulars issued thereunder and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and the Reserve Bank of India (“RBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including from BSE Limited but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), approval of the members of the Company through this Extra Ordinary General Meeting be and is hereby accorded to the Board to create, issue, offer and allot up to 2,00,00,000(Two Crore) Convertible Warrants into Equity Shares of the Company of face value of Rs. 10/- (Rupees Ten) per Equity Share at an issue price of Rs. 20/- (Rupees Twenty Only) each including a premium of Rs. 10/- (Rupees Ten Only) per convertible warrants into equity share of face value of Rs 10/- each, aggregating to Rs. 40,00,00,000/- (Rupees Forty Crore only), the price determined in accordance with Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, on a preferential basis to the Promoter & non-promoters in one or multiple tranches and on such terms and conditions and in such manner, as the Board may think fit and proper and in its absolute discretion.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 161 the “Relevant Date” for the purpose of calculating the floor price for the issue of 2,00,00,000 (Two Crore) convertible warrants into equity shares of face value of

Rs.10/- would 13th February 2024 which would be the date falling 30 days prior to date of EGM and the floor price as calculated as per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 read with the open offer given by BRCCA SERVICES PRIVATE LIMITED is of Rs. 20/- (Rupees Twenty only).”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Two Crore (2,00,00,000) convertible warrants into equity shares of face value of Re. 10/- each (“Equity Shares”), fully paid up, for cash, at an issue price of Rs. 20/- per share (including premium of Rs. 10/-) as recomputed under the said Regulation to the person belongs to Promoter & Non-Promoter group in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

Sr. No	Name	Category	Proposed Shares	At Price (Rs.) per Convertible Warrants into share of Face value of Rs.10 /- each	Total Amount (Rs.)
1	BRCCA Services Private Limited CIN: U74999WB2021PTC242984	Promoter	1,50,00,000	20	30,00,00,000
2	Resonance Opportunities Fund	Non-Promoter Category I SEBI Registered Fund Bearing No. SEBI/FPI REG No. INMUF215716	25,00,000	20	5,00,00,000
3	Inaaya Global Ventures PCC – Cell 3	Non-Promoter Category I SEBI Registered Foreign Portfolio Investor (FPI)	25,00,000	20	5,00,00,000

	No. SEBI/FPI REG No. INMUF0026 23			
Total		2,00,00,000	20	40,00,00,000

“RESOLVED FURTHER THAT subject to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws the Board be and is hereby authorized to decide and approve terms and conditions of the issue of the above-mentioned equity shares and to vary modify or alter the terms and conditions including size of the issue as it may deem expedient.”

“RESOLVED FURTHER THAT the members be and hereby approved and take on record Pricing / valuation report Certificate dated 3rd February 2024 from Mr. Jay A. Shah (M/s. Jay A Shah & Associates) a registered Valuer (Registration no. IBBI/RV/07/2022/14720) as per Regulation 164/165/166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and as per the valuation report dated 3rd February 2024 of Mr. Jay A. Shah (M/s. Jay A Shah & Associates) a registered Valuer (Registration no. IBBI/RV/07/2022/14720) the issue price to be of Rs. 20 /- per convertible warrants into each equity share of face value of Rs 10/- each.”

“RESOLVED FURTHER THAT in case the preferential issue is of Equity Shares, the preferential allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) 25% of the subscription amount of the Convertible warrants into equity shares shall be paid on or before the date of allotment of the Convertible warrants into equity shares and the 100% of the preferential allotment of the equity shares (on conversion of the convertible warrants into equity shares) consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b) The Convertible warrants into equity shares so offered, issued and allotted to the Proposed Allottees, shall be issued by the Company for cash consideration;
- c) The Convertible warrants into equity shares shall be allotted in one or more tranches, on receipt of subscription monies within a period of 15 days from the date of passing of this resolution, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 days shall be counted from the date of receipt of such approval or permission;
- d) The Convertible warrants into equity shares and on the conversion of warrants into equity shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within the time prescribed under the applicable laws;
- e) The Convertible warrants into equity shares to be allotted shall be fully paid-up and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company in all respects including the payment of dividend and voting rights from the date of allotment thereof;
- f) The pre-preferential allotment holding of the Proposed Allottee and Equity Shares to be allotted shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations; and

- g) The Equity Shares on allotment shall be listed on BSE Limited where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions and approvals, as the case may be. The proposed warrants to be issued may be transferrable and may be listed on Stock Exchange.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form to be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT in terms of the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the “Relevant Date” shall be **13th February 2024** , being the date 30 (thirty) days prior to the date of this Extraordinary General Meeting.”

“RESOLVED FURTHER THAT subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other applicable laws, the Board or the Committee constituted thereunder, if any, be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue to the Investors, as may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board/ the Committee be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid equity shares and listing of the equity shares to be allotted on preferential allotment basis with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said equity shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities, including to the FIPB, issue and allotment of the equity shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, to any director(s), committee(s), executive(s), officer(s) or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee, effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be

required by any regulatory or other authorities involved in or concerned with the issue and allotment of Equity Shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of equity shares without being required to seek any further consent or approval of the members of the Company and to represent the Company before any governmental and regulatory authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.”

ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 25,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT in accordance with the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 7,00,00,000/- (Rupees Seven Crore Only) divided into 70,00,000 (Seventy Lacs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 25,00,00,000 (Twenty five Crore Only) divided into 2,50,00,000 (Two Crore Fifty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000 (Twenty five Crore Only) divided into 2,50,00,000 (Two Crore fifty Lacs) equity shares of Rs. 10/- (Rupees Ten only) each and the company shall always have the power to divide the share capital from time to time and vary, modify or abrogate any rights, privileges or conditions attached to any class of shares in such manner as may for the time being be provided by the regulations of the Company and as permitted by the Companies Act, 2013 and rules framed thereunder.

“RESOLVED FURTHER THAT the Board of Directors (‘the Board’, which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other Officer of the Company.”

ITEM NO. 3: TO REGULARISE/ APPOINT MR. NITIN KUMAR BHALOTIA (DIN: 02067326) AS DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161, and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including

any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) Mr. Nitin Kumar Bhalotia (DIN: 02067326), who was appointed as an Additional Director (Non-Independent executive) of the Company with effect from 3rd February 2024 pursuant to the provisions of Section 161 of the Companies Act, 2013 (“Act”) and the Articles of Association of the Company and who holds office up to the date of next EGM, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a Member, signifying his intention to propose the candidature of Mr. Nitin Kumar Bhalotia (DIN: 02067326), for the office of Director, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

ITEM NO.4 : APPOINTMENT OF MR. NITIN KUMAR BHALOTIA (DIN: 02067326) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION :

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

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 152, 161, 196, 197, 198 and 203 read with Schedule V and the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modification(s) or amendment(s) thereof for the time being in force, and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, approval of the members of the Company be and is hereby accorded for the appointment of Mr. Nitin Kumar Bhalotia (DIN: 02067326), as Managing Director of the Company for a period of 3 (Three) years effective from 3rd February 2024 to 2nd February 2027 , on such terms and remuneration as set out in this resolution and explanatory statement annexed to this notice.”;

“RESOLVED FURTHER THAT the terms and conditions of remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof and in the event of inadequacy or absence of profits in any financial year or years, the remuneration comprising salary, perquisites and other benefits and emoluments approved herein be continued to be paid as minimum remuneration to Mr. Nitin Kumar Bhalotia (DIN: 02067326), during his term of appointment”;

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution) be and is hereby authorised to vary and/or revise the remuneration of Mr. Nitin Kumar Bhalotia (DIN: 02067326), as Managing Director within the overall limits under the Act and to take such steps as may be necessary, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

By Order of Board for Aris International Limited,

**Place: Mumbai
Date : 03.02.2024**

**Sd/-
Manali Arun Naik
Company Secretary
Membership No: A71606**

Address:

**INS Tower, 7TH Floor, Office No 707, A wing,
Bandra Kurla Complex, Bandra East,
Mumbai - 400 051, India
Mail Id - arisinternationaltd@gmail.com
Website: www.arisinternational.in**

Notes:

- (a) Additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment at this Extra Ordinary General Meeting ('Meeting' or 'EGM') is furnished as an annexure to the Notice.
- (b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AT THE VENUE OF THE MEETING AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the Company not less than forty-eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. Accordingly, the facility for appointment of proxies by the Members will be available for the EGM and hence the Proxy Form and Attendance Slip are annexed to this Notice.
- (c) In the case of Corporate Member, it is requested to send a scanned copy of the Board Resolution/Authorization authorizing the representative to attend the EGM physically and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to arisinternationalltd@gmail.com
- (d) The Route Map is annexed in this Notice. The proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company.
- (e) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the LODR Regulations, the Company has extended e-voting facility for its members to enable them to cast their votes electronically on the resolutions set forth in this notice. The instructions for e-voting are provided in this notice. The e-voting commences on Tuesday, 12th March, 2024 at 9:00 a.m. (IST) and end on Thursday, 14th March, 2024 at 5:00 p.m.(IST). The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Friday, 8th March, 2024.
- (f) Any person who is not a member post cut-off date should treat this notice for information purposes only.
- (g) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM.
- (h) Any person, who acquires shares and becomes a Member of the Company after sending the notice and holding shares as of the cut-off date, i.e Friday, 8th March, 2024, may obtain the login ID and password by sending a request

at helpdesk.evoting@cdslindia.com or to the Registrar and Share Transfer Agent (RTA) mdpldc@yahoo.com . However, if he/she is already registered with Central Depository Services (India) Limited (CDSL) for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- (i) CS Saroj Kumar Panda, Practising Company Secretary (Membership No. FCS 5071 CP No. 3699) from M/s Saroj Panda & Co., vide Board Resolution dated 3rd February, 2024 has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
- (j) The Scrutinizer shall within a period not exceeding 2 (Two) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (Two) witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing.
- (k) The Results shall be declared after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website viz. www.arisinternational.in and on the website of CDSL within 2 (Two) working days of passing of the resolutions at the EGM of the Company and the same will also be communicated to the Stock Exchanges.
- (l) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their Depository Participants (DPs) in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
- (m) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participants
- (n) In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the EGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories. Members may note that the Notice will also be available on the Company's website www.arisinternational.in, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at <https://helpdesk.evoting@cdslindia.com> . The Company will also be publishing an advertisement in newspaper containing the details about the EGM, date and time of EGM, availability of notice of EGM at the Company's website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/ RTA and other matters as may be required.
- (o) Members attending the EGM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (p) In case of joint holders, only one of the members whose name appears the Register of Members of the Company will be entitled to vote in respect of the resolutions proposed at the EGM.
- (q) The Members who have cast their vote by remote e-voting prior to the EGM may also

attend/ participate in the EGM but shall not be entitled to cast their vote again.

- (r) The Registers maintained under Section 170 & 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection till the conclusion of EGM by the members based on the request being sent on arisinternationaltd@gmail.com
- (s) Member(s) must quote their Folio Number/ DP ID & Client ID and contact details such as email address, contact no. etc. in all correspondences with the Company/ RTA.
- (t) As per Regulation 40 of LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
- (u) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
- (v) Pursuant to the provisions of Section 72 of the Act the Member(s) holding shares in physical form may nominate, in the prescribed manner, any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. A nomination form for this purpose is available with the Company or its RTA. Member(s) holding shares in demat form may contact their respective DPs for availing this facility.
- (w) Member(s) holding shares in physical form is/ are requested to notify immediately any change of their respective addresses and bank account details. Please note that request for change of address, if found incomplete in any respect shall be rejected. Members holding shares in demat form are requested to notify any change in their addresses, e-mails and/or bank account mandates to their respective DPs only and not to the Company/ RTA for effecting such changes. The Company uses addresses, e-mails and bank account mandates furnished by the Depositories for updating its records of the Shareholders holding shares in electronic/demat form.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING:

Members are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) through e-voting.

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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 listing agreement (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.

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
2. The attendance of the Members attending the EGM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
3. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.arisinternational.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and www.evotingindia.com respectively. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility i.e. www.evotingindia.com).

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on Tuesday, 12th March, 2024 at 9:00 a.m. (IST) and end on Thursday, 14th March, 2024 at 5:00 p.m. (IST). 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 Friday, 8th March, 2024 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all

shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Ease / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the easy / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &

	<p>Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with</p>

securities in demat mode) login through their Depository Participants	NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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[Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.](#)

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL](#)

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<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"> • 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).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (viii) Click on the **EVSN – 240213009** for the relevant **“ARIS INTERNATIONAL LIMITED”** on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- e. 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.
- f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; arisinternationaltd@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Manner of Registering and/ or Updating Email address:

- ✓ With a view to send Notice of the ensuing EGM, and other communications, In electronic form and physical form, shareholders of **ARIS INTERNATIONAL LIMITED** holding shares In dematerialized form, who have not yet registered their E-mail ID are requested to register/update the same with the Depository through their Depository Participants.
- ✓ Shareholders holding shares In physical form and dematerialized form, can register their E-mail ID by mailing at mdpldc@yahoo.com and helpdesk.evoting@cdslindia.com respectively. The Shareholders are requested to provide details such as Name, Folio Number, E-mail Id along with phone number.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for remote e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

For any other queries relating to the shares of the Company, you may contact the Registrar and Share Transfer Agent at the following address:

Registered Office of RTA
Maheshwari Datamatics Pvt. Ltd.

23, RN Mukherjee Rd, 5th floor
, Kolkata, West Bengal 700001
E-mail: mdpldc@yahoo.com

By Order of Board for Aris International Limited,

Place: Mumbai
Date : 03.02.2024

Sd/-
Manali Arun Naik
Company Secretary
Membership No: A71606

Address:

INS Tower, 7TH Floor, Office No 707, A wing,
Bandra Kurla Complex, Bandra East,
Mumbai - 400 051, India
Mail Id - arisinternationaltd@gmail.com
Website: www.arisinternational.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) AND CHAPTER V OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 (“SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018”), AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS

ITEM NO. 1: PREFERENTIAL ISSUE AND ALLOTMENT OF 2,00,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH TO PROMOTER AND NON-PROMOTER(S) GROUP OF THE COMPANY:

As required by Section 102 of the Companies Act, 2013 (the “Act”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.1 to 4 (Special Business) of the accompanying Notice dated 3rd February, 2024.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

- A. The Company based on the declaration of the proposed subscribers belongs to the Promoter and Promoter Group and funds belongs to public category and the available documents confirm that none of the proposed allottees:
1. has sold or transferred any equity shares of the company during the 90 trading days preceding the relevant date;
 2. the promoter(s) or the promoter group has previously subscribed to any warrants of the company and has failed to exercise the warrants; and
 3. the promoters or directors of the company is/ are a fugitive economic offender.

Further the Issuer Company confirms that:

4. the company as per the provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Bombay Stock Exchange.
5. the company has obtained the Permanent Account Numbers of the proposed allottees, except those allottees which may be exempt from specifying their Permanent Account Number for transacting in the securities market by the Board before an application seeking in-principle approval is made by the issuer to the stock exchange(s) where its equity shares are listed.
6. all proposed equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment.
7. all equity shares held by the proposed allottees in the Company are in dematerialized form.
8. The Proposed resolution to be considered by the shareholders/ members at their forthcoming meeting is a special resolution and the company has made an application seeking in-principle approval to the stock exchange(s), **on the same day i.e. on**

Tuesday 20th February 2024, when the notice has been sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

9. Recently the Management & Control of the Company is taken over by BRCCA Services Private Limited (Ms. Reema Diwan the ultimate beneficiary) and BRCCA Services Private Limited is the new promoter of the Company. BRCCA Services Private Limited complied the regulation 3 & 4 of SEBI (SAST) Regulations, 2011. BRCCA Services Private Limited (the new promoter) took over the management and acquired the entire holdings of the erst while promoters after compliance with the applicable provisions of regulation 3 and 4 of SEBI (SAST) Regulations, 2011.

- B. the purpose of this issue, the "**relevant date**" means **Tuesday, February 13, 2024**, the date thirty days prior to the date on which the meeting of shareholders is held (**EGM dated Friday 15th March, 2024**) to consider the proposed preferential issue:

Accordingly, in terms of the Act and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating upto Rs. 40,00,00,000/- (Rupees Forty Crore Only) by way of issue and allotment of 2,00,00,000 (Two Crore) convertible warrants into equity shares of face value of Rs.10/- each at an issue price of Rs. Rs. 20/- per convertible warrant into equity share to:

Sr. No	Name	Category	Proposed Shares	At Price (Rs.) per Convertible Warrants into share of Face value of Rs.10 /- each	Total Amount (Rs.)
1	BRCCA Services Private Limited CIN: U74999WB2021PTC242984	Promoter	1,50,00,000	20	30,00,00,000
2	Resonance Opportunities Fund	Non-Promoter Category I SEBI Registered Fund Bearing No. SEBI/FPI REG No. INMUF215716	25,00,000	20	5,00,00,000

3	Inaaya Global Ventures PCC – Cell 3	Non-Promoter Category I SEBI Registered Foreign Portfolio Investor (FPI) No. SEBI/FPI REG No. INMUF0026 23	25,00,000	20	5,00,00,000
Total			2,00,00,000	20	40,00,00,000

a) Objects of the Preferential Issue:

1. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, working capital, tax obligations and/or general corporate purposes;
2. Invest in technology, human resources and other infrastructure to support the Businesses of the Company;
3. Purchase of machineries, raw materials, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries;
4. To Invest in the New Projects;
5. For settlement of dues, working capital, Bank Guarantee, performance guarantee;
6. To return of Loan and advances to the lenders
7. Conversion of Loan into equity to improve the debt equity ratio; and
8. This proposed allotment will help the company to improve its debt –equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.

b) Maximum Number of Specified Securities to be issued:

The Company propose to issue 2,00,00,000 (Two Crore) convertible warrants into equity shares of face value of Rs 10/- each at an issue price of Rs. 20/- each (it includes premium of Rs.10/- each per share) as fully paid-up shares on conversion of the convertible warrants into equity shares as per Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018.

This issue can be made in one or more tranches, on preferential basis to the allottees as mentioned in the resolution within 15-days from the date approval of the resolution by the shareholders or any statutory permissions of in-principle approval from BSE whichever is later.

The price can be modified as per Securities and Exchange Board of India (“Issue of Capital and Disclosure Requirements”) Regulations, 2018, if required. The issue price for the issue of 2,00,00,000 equity shares of face value of Rs 10/- each to be issued on a preferential basis for

consideration by cash for the convertible warrants into equity shares at an issue price of Rs. 20/- each (including premium of Rs 10/- each) .

c) Intent of the promoters, directors, key managerial personnel or senior management] of the issuer to subscribe to the offer:

Recently the Management & Control of the Company is taken over by BRCCA Services Private Limited (Ms. Reema Diwan the ultimate beneficiary) and BRCCA Services Private Limited is the new promoters of the Company. BRCCA Services Private Limited BRCCA Services Private Limited complied the regulation 3 & 4 of SEBI (SAST) Regulations, 2011. BRCCA Services Private Limited (the new promoter) took over the management and acquired the entire holdings of the erst while promoters after compliance with the applicable provisions of regulation 3 and 4 of SEBI (SAST) Regulations, 2011. There will be no change of management and the Board or KMP on account of this preferential issue. The promoters are subscribing in this issue to the extent of 1,50,00,000 (One Crore Fifty Lakh) convertible Warrants into equity shares of face value of Rs 10/- each at an issue price of Rs 20/- each(Including premium of Rs 10/- each) and SEBI registered funds will be subscribing 50,00,000 convertible Warrants into equity shares of face value of Rs 10/- each at an issue price of Rs 20/- each(Including premium of Rs 10/- each).

The Promoter BRCCA Services Private Limited (Ms. Reema Diwan the ultimate beneficiary) presently holding 11,02,360 Equity Shares (73.49%) of the issued and paid-up capital of the Company. The other two subscribers (SEBI registered Funds) are not holding any shares in the company. The beneficial owner and promoter of the Body Corporate BRCCA Services Private Limited is Ms. Reema Diwan .

The valuation report has been obtained from the independent registered valuer i.e., from Jay A Shah (M/s. Jay A Shah & Associates) - IBBI Registered Valuer having Registration No. (IBBI/RV/07/2022/14720), dated February 03, 2024 and there is change in management control and the shareholding of BRCCA Services Private Limited (Ms. Reema Diwan the ultimate beneficiary) -promoter also the allotment of convertible warrants into equity shares shall be increasing by more than 5% of the post enhanced capital of the Promoter.

The Valuation certificate is available at the website of the company at www.arisinternational.in - Investors - Preferential issue 2023-24.

Your company is proposing to offer and issue up to 2,00,00,000 convertible warrants into equity shares of face value of Rs. 10/-each and at a subscription price of Rs. 20/- each per shares (includes premium of Rs 10/- each) of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the following proposed allottees :

Sr. No	Name	Category	Proposed Shares	At Price (Rs.) per Convertible Warrants into share of	Total Amount (Rs.)
.					

				Face value of Rs.10 /- each	
1	BRCCA Services Private Limited CIN: U74999WB2021PTC242984	Promoter	1,50,00,000	20	30,00,00,000
2	Resonance Opportunities Fund	Non-Promoter Category I SEBI Registered Fund Bearing No. SEBI/FPI REG No. INMUF215716	25,00,000	20	5,00,00,000
3	Inaaya Global Ventures PCC – Cell 3	Non-Promoter Category I SEBI Registered Foreignn Portfolio Investor (FPI) No. SEBI/FPI REG No. INMUF002623	25,00,000	20	5,00,00,000
Total			2,00,00,000	20	40,00,00,000

The Company Aris International Limited is into the business of Trading, software development and realty/infrastructure products.

The Present paid up capital of the Company consist of 15,00,000 Equity shares of face value of Rs 10/- each aggregating Rs.1,50,00,000/-.

The Board has appointed M/r. Jay A Shah - IBBI registered valuer having registration No. (IBBI/RV/07/2022/14720) and as per his valuation report as on 3rd February 2024, the valuation of each share is of Rs. 20/- of face value of Rs 10/- each of the equity shares.

As members are aware that the company needs fund for expanding the business and to meet its day-to-day requirement in the normal course of Business, **the Board of Directors in their meeting held on 3rd February 2024 decided to come up with a preferential issue for raising the funds by way of issuing Equity shares to the above said proposed allottees (Promoter and Public (Funds)).**

This proposed allotment will help the company to improve its debt -equity ratio and compliances under the Companies Act, 2013. By this issue of new shares, the wealth of the Shareholders and other stake holders will increase.

The Company confirms the compliance of regulation 160 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- a. all the convertible warrants into equity shares to be allotted by way of preferential issue shall be made:
 - 25% at the time of allotment of Convertible warrants
 - Balance 75% in one or multiple tranches on or before the allotment of shares and within 18-months from the date of allotment of the Convertible warrants into equity shares
 - The proposed warrants to be issued may be transferrable and may be listed on Stock Exchange;
- b. the Proposed resolution to be passed as a special resolution;
- c. all equity shares (pre-holdings) held by the below proposed promoter allottee in the issuer is in dematerialized form and there is no pre-holdings in the other two allottees belongs to public category and SEBI registered Funds:

Sr. No.	Name	No of Pre-holdings (Equity Shares)
1	BRCCA Services Private Limited CIN: U74999WB2021PTC242984 CATEGORY : PROMOTER	11,02,360

- d. The Company further confirms that even after this allotment the Company is in compliance with rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognized stock exchange (BSE). Post allotment the Promoters holding will be increased from 73.49% to 74.89%;
- e. the company has obtained the Permanent Account Number and demat number of the proposed allottees and confirmation that shares can be credited to their demat accounts (both warrants and equity shares); and
- f. The Company has obtained a declaration from the proposed allottees that he has not sold any shares during the 90 trading days preceding the relevant date and also not wilful defaulters or their any prohibition to subscribe the shares

The Board of Directors of the Company in their meeting held on 3rd February 2024 , approved raising of funds aggregating up to Rs. 40,00,00,000/- (Rupees Forty Crore Only) by way of issuance of up to 2,00,00,000 equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 20/- (includes premium of Rs.10/- each) per convertible warrants into Equity Share to the above said proposed allottees of the Company (referred to as "the Proposed Allottees"), by way of a preferential issue through private placement offer, that has agreed to subscribe to the proposed preferential issue and has confirmed its eligibility in terms of Regulation 159 of

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations").

In accordance with Sections 23(1)(b), 39 & 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), as amended from time to time, approval of the Members of the Company by way of special resolution is required to issue securities by way of private placement on a preferential basis.

Accordingly, in terms of the Act and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, consent of the members is being sought for the raising of funds aggregating up to Rs. 40,00,00,000/- (Rupees Forty Crore Only) by way of issuance of up to 2,00,00,000 equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 20/- (includes premium of Rs.10/- each) per convertible warrants into Equity Share ("Equity Shares"), on a preferential basis to the Proposed Allottees as the Board of Directors of the Company may determine in the manner detailed hereafter.

The salient features of the preferential issue, including disclosures required to be made in accordance with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, are set out below:

(i) **Capital of the Company:**

The **Authorized capital of the Company consists of 70,00,000 equity shares of face value of Rs.10/- each aggregating to Rs. 7,00,00,000/-.**

At present the **paid-up capital of the company consist of 15,00,000 equity shares of face value of Rs.10/- each aggregating to Rs. 1,50,00,000/-.**

The Present issue consists of 2,00,00,000 equity shares of Rs. 10/- each. **Post allotment of this preferential issue of 2,00,00,000 equity shares of Rs. 10/- each the paid-up capital of the company will be 2,15,00,000 equity shares of face value of Rs. 10/- each aggregating Rs. 21,50,00,000/- (Rupees Twenty-One Crore Fifty Lacs Only).**

The Company will increase the Authorized share capital to meet the requirements of present preferential issue with approval of members in the ensuing general meeting. The proposed allottee's consist of 1 Body Corporates – belongs to the Promoter Group and 2 SEBI registered Funds.

(ii) **Date of Board Resolution:**

3rd February, 2024.

(iii) **Relevant Date:**

The Relevant Date for the purpose of determining the pricing of shares in accordance with under regulation 161 Securities and Exchange Board of India

(Issue of Capital and Disclosure Requirements) Regulations, 2018 is **Tuesday 13th February 2024**, being the date that is 30 days prior to the date of the ensuing Extra - Ordinary General Meeting.

(iv) **The Objects of the issue through preferential issue:**

1. To enlarge its core businesses and to meet with that requirement mainly needs short term requirements, tax obligations;
2. For settlement of dues, working capital, Bank Guarantee, performance guarantee;
3. To return of Loan and advances to the lenders and/or general corporate purposes;
4. Invest in technology, human resources and other infrastructure or working capital to support the Businesses of the Company;
5. Purchase of machineries, computers and for customized software developments including Air conditioners, safety equipment's, Videos & other machineries;
6. To Invest in the New Projects;
7. Conversion of Loan into equity to improve the debt equity ratio; and
8. This proposed allotment will help the company to improve its debt -equity ratio. By this allotment, the wealth of the Shareholders and other stake holders will increase.

(v) **The total number of securities, kinds of securities and price at which security is being offered:**

Issuance of up to 2,00,00,000 convertible warrants into equity shares of Rs. 10/- each ("Equity Shares") at an issue price of Rs. 20/- (Including premium of Rs. 10/- each), in one or more tranches, for an aggregate amount of Rs. 40,00,00,000/- (Rupees Forty Crore Only) on preferential basis.

(vi) **Basis or justification for the price (including the premium, if any) has been arrived at:**

As per Regulation 165* of the ICDR Regulations, 2018 prescribes the minimum price at which a preferential issue shall be made as per the valuation report issued by the registered valuer named **Mr. Jay A Shah - IBBI registered valuer (IBBI/RV/07/2022/14720)** dated February 03, 2024 and same is available at the website of the company at www.arisinternational.in and also available at the registered office of the company.

(*As the shares of the company it is infrequently traded for last 90 trading days preceding the relevant date and the volume is less than 10% of the paid-up capital during the last 240 trading days). Also the Valuer considered the open offer price of Rs.20/- each while finalising the valuation report.

(vii) **Pricing:**

The issue price of the Convertible warrants is of Rs. 20/- Per share of face value of Rs.10/- each and is in accordance with regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and for the purpose of the above guidelines the **Relevant Date is Tuesday 13th February, 2024.**

The Valuation is Rs. 20/- per convertible warrants into equity share of face value of Rs. 10/- each is as per regulation 165 of the ICDR Regulation, 2018. Presently the shares of the company fall into the infrequently traded category. The price of the shares to

be issued wherever required shall be re-computed/adjusted in accordance with the above said regulation.

Registered valuer certificate under regulation 166A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018: Applicable

Regulation 166A (1): Other conditions for pricing: Applicable

Any preferential issue, which may result in a change in control or allotment of more than five percent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:
Applicable

Provided that the floor price, in such cases, shall be higher of the floor price determined under sub regulation (1), (2) or (4) of regulation 164, as the case may be, or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer, if applicable.

Provided further that if any proposed preferential issue is likely to result in a change in control of the issuer, the valuation report from the registered valuer shall also cover guidance on control premium, which shall be computed over and above the price determined in terms of the first proviso.

However, the post % of the allotment considering the fully allotted shares capital, the allottees is subscribing more than 5% and as a group their diluted shareholding post allotment is exceeding 5% of the enhanced capital. Hence, valuation report from an independent registered valuer is required.

We hereby confirm and certify that the valuation Report prepare as per Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 should be treated as valuation Report prepared under Regulation 166A (1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018: **Applicable**

**** the Funds are subscribing more than 5% of the enhanced capital of the company (considering full conversion of the proposed 2,00,00,000 convertible warrants into equity shares.**

(viii) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price:**

The Company has not made any preferential allotment during the current financial year 2023-24.

(ix) **Maximum number of securities to be issued:**

The maximum number of securities to be issued by the Company is 2,00,00,000 (Two Crore) convertible warrants into equity shares of face value of Re. 10/- each.

The resolution set out in the accompanying notice authorizes the Board to issue to the allottee up to 2,00,00,000 (Two Crore) convertible warrants into equity shares of face value of Re. 10/- each, in such manner and on such price, terms and conditions as may be determined by the Board or the committee framed thereunder, in accordance with the provisions of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The Company or any of its Promoters or Directors is/are now not a wilful defaulter. The Acquirer/ proposed allottee is also not a wilful defaulter. None of the allottees are prohibited to participate in this issue or wilful defaulter.

(x) **Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer:**

The preferential issue of shares is being made to the Specified Allottees who is the Promoter of the Company and form part of the Promoter Group of the Company or connected with Key Managerial Person or Director who are the proposed subscriber to the present preferential issue.

Part of the preferential issue of shares is being made to the Specified Allottees who does not belong to the Promoters and Promoter Group of the Company and also not connected with any Key Managerial Person and connected to Directors of the Company.

(xi) **Proposed Allottee's:**

The name, Address, Category and PAN No. of the proposed allottees are under:

Sr. No.	Name	Category	Address	PAN
1	BRCCA Services Private Limited CIN: U74999WB2021PTC242984	Promoter	Anaya Chambers, GN 38/5, 9 th Floor, Salt Lake, Sector 5 Bidhan Nagar CK Market, North 24, Parganas, Saltlake, West Bengal, India, 700091.	AAJCB6163B
2	Resonance Opportunities Fund	Non-Promoter Category I SEBI Registered Fund Bearing No. SEBI/FPI REG No. INMUFP215716	DBS Bank India Limited, First Floor, Express Towers, Nariman Point, Mumbai- 400 021	AAFRCR4298A
3	Inaaya Global Ventures PCC - Cell 3	Non-Promoter Category I SEBI Registered Foreign Portfolio Investor (FPI) No. SEBI/FPI	ICICI BANK LIMITED, EMPIRE HOUSE 1ST FLOOR SMS DEPT 414, S. B. MARG, LOWER PAREL (W),	AAHCI0196D

		REG No. INMUFP002623	MUMBAI MAHARASHTRA
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(xii)

(i) Pre-Holdings of proposed allottee's:

As on date the following allottee's have pre-holdings:

Sr. No.	Name	No. of shares	%	Pre-holding Lock In release date
1.	BRCCA Services Private Limited CIN: U74999WB2021PTC242984	64,370*	4.32	31-08-2024
		10,37,990**	69.19	30-06-2024
	Total	1102360		

Further, the entire pre-preferential holding of the Proposed Allottee shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations. As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

BRCCA Services Private Limited through a SPA dated 17th October 2024 acquired M/s. BRCCA SERVICES PRIVATE LIMITED has acquired 11,02,360 (73.49%) through SPA and 21360 shares through open offer the same is yet to be transferred to their respective demat account.

M/s. BRCCA SERVICES PRIVATE LIMITED has acquired 11,02,360 (73.49%) through SPA and out of this 1037990 Shares are under Lock in till 31st August 2024 and same will continue under lock in. The transfer of 64,370 shares are underway so also the 21360 shares offered through the Open Offer

Company is taking appropriate steps to initiate the lock in the balance shares .

(ii) The percentage of the post-preferential issue that may be held by the Proposed Allottee and change in control, if any, in the Company consequent to the Preferential issue:

Sr. No.	Name of Proposed Allottee	Category	Pre-issue holding	%	No. of Convertible warrants into equity shares proposed to be allotted	Post issue holding	%	Change in Holding (%)
1.	BRCCA SERVICES	Promoter	11,02,360	73.49	1,50,00,000	1,61,02,360	74.89	1.4

	PRIVATE LIMITED CIN: U74999WB 2021PTC24 2984							
2.	Resonance Opportunities Fund Category I SEBI Registered Fund Bearing No. SEBI/FPI REG No. INMUF215 716	Fund	Nil	Nil	25,00,000	25,00,000	11.63	N.A.
3.	Inaaya Global Ventures PCC - Cell 3 Category I SEBI Registered Foreign Portfolio Investor (FPI) No. SEBI/FPI REG No. INMUF002 623	Fund	Nil	Nil	25,00,000	25,00,000	11.63	N.A.

(xiii) **Shareholding pattern of the Company before and after the Preferential Issue:**

The pre-shareholdings of promoter is 11,02,360 (73.49%) and non-promoter (public) is 3,97,640 (26.51%) and the post subscription of shares (considering the full conversion of warrants into equity shares), the post shareholdings will be consisting of 2,15,00,000 equity shares of face value of Rs.10/- each, respectively.

Sr. No.	Category	Pre - Holding		Post - Holding	
		No. of Shares	%	No. of Shares	%
(A)	PROMOTERS				
1.1	(a) Individuals/Hindu undivided Family	0	0	0	0

1.2	(b) Body Corporates	11,02,360	73.49	1,61,02,360	74.89
	TOTAL = (A)	11,02,360	73.49	1,61,02,360	74.89
(B)	PUBLIC				
2.1	Banks	0	0	0	0
2.2	Individuals	338202	22.55	338202	1.57
2.3	HUF	118	0.01	118	0.00
2.4	Clearing Members	0	0	0	0
2.5	Trust	0	0	0	0
2.6	NRI	0	0	0	0
2.7	FUND	0	0	50,00,000	23.26
2.8	Body Corporates	59320	3.95	59320	0.28
2.9	Any Others	0	0	0	0
	TOTAL = (B)	397640	26.51	5397640	25.11
	TOTAL (A)+ (B)= (C)	15,00,000	100%	2,15,00,000	100%

(xiv) **Time frame within which the preferential issue shall be completed:**

In accordance with Regulation 170 of the SEBI (ICDR) Regulations, 2018, the allotment of equity shares, shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

(xv) **Identity of the natural persons who are the ultimate beneficial owners (UBO) of the shares proposed to be allotted and / or who ultimately control the Proposed Allottee:**

(1) As per regulation 162 of the SEBI ICDR Regulations, 2018, the tenure of the convertible securities of the issuer shall not exceed eighteen months from the date of their allotment.

(2) Ultimate beneficial owners of the Body Corporates complied as per Regulation 163(1)(f) of ICDR Regulations, 2018 and SEBI Circular CIR/MIRSD/2/2013 dated January 24, 2013.

Sr. No.	Name of the Allottees	Ultimate Beneficial Owners (UBO)	Pan / Passport No. (in case of Foreign Nation) of Ultimate Beneficial Owners
1.	BRCCA SERVICES PRIVATE LIMITED CIN: U74999WB2021PTC242984 CATEGORY : PROMOTER (PAN : AAJCB6163B)	Ms. Reema Diwan	PAN: AHFPD7264F
2.	Resonance Opportunities Fund Category – Non-Promoter. Category I SEBI Registered Fund Bearing No. SEBI/FPI REG No. INMUFP215716 (PAN : AAFCR4298A)	Mr. Yajjadeo Lotun	1778319
3.	Inaaya Global Ventures PCC – Cell 3 Category – Non-Promoter. Category I SEBI Registered Foreign Portfolio Investor (FPI) No. SEBI/FPI REG No. INMUFP002623 (PAN : AAHAI0196D)	1) The Rising Sun Trust : i) Mr Mihir Dhirajlal Kapadia ii) Mr Dhariya Kapadia iii) Mrs Nimisha Kapadia iv) Ms Nitya Kapadia 2) Alara Trust : i) Leila Rastegar	127068619 534994004 518698551 124326931 511202593

(xvi) **Undertaking:**

The Company hereby undertakes that:

(a) The price at which the equity shares are proposed to be allotted is not lower than the minimum price calculated as per applicable the ICDR Regulations. It would re-compute the price of the equity shares specified above, in terms of the provisions of the ICDR Regulations, if and where it is required to do so;

(b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above equity shares, shall continue to be locked in till the time such amount is paid by the Proposed Allottee; and

(c) Neither the Company, nor its Directors or Promoters have been declared as willful defaulter or a fugitive economic offender or a fraudulent borrower.

(xvii) **Change in Control:**

The issue of the Equity shares will not result/ change in the Management or control of the Company. As per the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") this increase of the holding in any individual allottees will not result into any open offer. None of the Allotees are connected with each other.

M/s. BRCCA SERVICES PRIVATE LIMITED has acquired 11,02,360 (73.49%) through SPA and 21360 shares through open offer recently and the same was resulted in Change of Management of the Company.

(xviii) **Current and proposed status of the Proposed Allottee post the preferential issue viz. promoter or non-promoter:**

Sr. No.	Details of Proposed Allottee	Pre status of the proposed allottee	Post status of the proposed allottee
1.	BRCCA Services Private Limited CIN: U74999WB2021PTC242984 CATEGORY : PROMOTER	Promoter	Promoter
2.	Resonance Opportunities Fund Category - Non-Promoter. Category I SEBI Registered Fund Bearing No. SEBI/FPI REG No. INMUFP215716	Public (Non-Promoter)	Public (Non-Promoter)
3.	Inaaya Global Ventures PCC – Cell 3 Category - Non-Promoter. Category I SEBI Registered Foreign Portfolio Investor (FPI) No. SEBI/FPI REG No. INMUFP002623	Public (Non-Promoter)	Public (Non-Promoter)

(xix) **Lock-in period:**

The Equity Shares allotted pursuant to this resolution equity shares shall be subject to a lock-in for such period as per the provisions of Chapter V of the ICDR Regulations.

As Regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

The Equity shares of the company allotted on a preferential basis to promoters or the promoter group, shall be locked-in for a period of 18 months from the date of trading approval granted for the specified securities or equity shares allotted pursuant to exercise of the option attached to warrant, as the case may be :
Provided that not more than twenty percent of the total capital of the issuer shall be locked-in for 18 months from the date of trading approval.

The convertible warrants shall be locked in for a period of one year from the allotment of convertible warrants and will be extent ended upto the conversion to equity shares.

The specified securities allotted on a preferential basis to persons other than the promoters and promoter group and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis to such persons shall be locked-in for a period of six months from the date of trading approval.

Provided that in case of convertible securities or warrants which are not listed on stock exchanges, such securities shall be locked in for a period of one year from the date of allotment.

Further, the entire pre-preferential allotment holding of the Proposed Allottees shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations:

As per Regulation 167(6) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees if any shall be locked-in from the relevant date up to a period of 90 trading days from the date of trading approval.

As per regulation 167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company and the subscribers to the convertible warrants into equity shares have jointly and severally undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked- in till the time such amount is paid by the allottees or forfeited as per Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

(xx) The Proposed time within which the allotment shall be completed :

As required under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Company shall complete the allotment of Equity Shares on or before the expiry of 15 (fifteen) days from the date of passing of Special Resolution by the Members granting consent for issue and Allotment of Shares by way of swap of shares and convertible warrants into equity shares or in the event of Allotment of Shares by way of swap of shares and convertible warrants into equity shares would require any approval(s) from any regulatory authority including Competition Commission of India or the Central Government within 15 (fifteen) days from the date of such approval(s) or permission or within such further period as may be prescribed or allowed by the SEBI, Stock Exchanges or other concerned authorities as the case may be.

(xxi) **Practicing Company Secretary's Certificate:**

A certificate from M/s. Pimple & Associates Company Secretaries dated 20th February 2024 has been obtained by the Company certifying that the preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, 2018. The certificate can be accessed at www.arisinternational.in and shall be placed before the Extra-ordinary general meeting of the shareholders and

the same is also available for inspection of the members during 11 a.m to 1 p.m Monday to Friday till the date of the EOGM at the Registered office of the company. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the Listing Agreement.

None of the Directors other than Promoter & Mr. Nitin Kumar Bhalotia (including their relatives) concerned or interested financially or otherwise in the resolutions. The Promoter holds 73.49 % of voting rights in Aris International Limited. The Promoters are interested to the extent of their shareholdings.

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as a Special resolution respectively.

ITEM NO. 2: TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 25,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013:

The present Authorised Share Capital of the Company is Rs. 7,00,00,000 (Rupees Seven Crore Only) comprising of 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- each. considering the increased fund requirements of the Company and above stated plan in item No. 1 , the Board at its Meeting held on February 3, 2024, had accorded its approval for increasing the Authorised Share Capital from is Rs. 7,00,00,000 (Rupees Seven Crore Only) comprising of 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- each to Rs. 25,00,00,000 /- (Rupees Twenty Five Crore only) consisting of 2,50,00,000 (Two Crore Fifty Lacs) equity shares of face value of Rs.10/- each subject to shareholders approval.

It is therefore proposed to increase the Authorised Share Capital of the Company from Rs. 7,00,00,000 (Rupees Seven Crore Only) comprising of 70,00,000 (Seventy Lacs) Equity Shares of Rs.10/- each to Rs. 25,00,00,000 /- (Rupees Twenty Five Crore only) consisting of 2,50,00,000 (Two Crore Fifty Lacs) equity shares of face value of Rs.10/- ranking paripassu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company.

Consequently, **Clause V** of the Memorandum of Association would also require alteration so as to reflect the changed Authorised Share Capital. The proposal for increase in Authorised Share Capital and amendment of Memorandum of Association of the Company requires approval of members at a general meeting.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 2 for approval of the members as a Special resolution respectively.

ITEM NO. 3 & 4 : TO REGULARISE/ APPOINT MR. NITIN KUMAR BHALOTIA (DIN: 02067326) FROM ADDITIONAL DIRECTOR TO DIRECTOR AND THEN APPOINT HIM AS MANAGING DIRECTOR OF THE COMPANY:

Based on the recommendation of the Nomination and Remuneration Committee, the Board considered and approved appointment, under Section 161 of the Companies Act,2013 of Mr. Nitin Kumar Bhalotia (DIN: 02067326) in the Board meeting held on 3rd February 2024 with

immediate effect. His appointment comes to an end at the end of forth coming EGM if not regularized in this EGM.

The Nomination and Remuneration Committee had reviewed the proposed appointment and after evaluation of his eligibility, skills, experience, qualifications, etc. in the business of the Company, decided that he satisfied the fit and proper criteria in terms of the Companies Act, 2013 and recommended to the board his appointment from Additional Director to Director by way of regularization and Approval of his position as the Managing Director of the Company with effect from 3rd February 2024 for three years.

The Company had received consent letter from Mr. Nitin Kumar Bhalotia (DIN: 02067326) to act as a Managing Director of the Company.

In view of Section 160 the Company has already obtained notice in writing, from member under section 160 of the Companies Act, 2013 proposing his candidature.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Nitin Kumar Bhalotia (DIN: 02067326) are as under:

- a. Tenure of appointment – 3 years w.e.f. 3rd February 2024
- b. Salary, perquisites and allowances: The perquisites and allowances shall be evaluated, wherever applicable, as per the Company's Policy and the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.
- c. The remuneration :

Sl No.	Financial Year	Remuneration (in Rs. p.a.)
1	For the period 3 rd February 2024 to 31 st March 2025	Rs. 12,00,000/- plus performance incentive not exceed 5 % of net profit of the Financial year of the company.
2	FY 2025-2026	Rs. 15,00,000/- plus performance incentive not exceed 5 % of net profit of the Financial year of the company.
3	FY 2026-2027	Rs. 24,00,000/- plus performance incentive not exceed 5 % of net profit of the Financial year of the company. The Term of MD will come to an end on 2nd February 2027

The break-up of remuneration will be decided and arrived between the appointee and the Remuneration committee of the Company as per the company policy.

Gratuity and PF will be as per rules of the Company with liberty to merge previous gratuity (under any other group company) with current employment.

- d. Other benefits as per company policy and Schedule V of the companies Act, 2013. Mediclaim and Domiciliary hospitalization for self, spouse and maximum of two unmarried children, Annual Health Check-up for Self and Spouse, Group Personal Accident and Life Insurance Cover for Self.

- e. Travelling allowances including insurance for business trips as per Company's Policy.
- f. Increment / Variance in remuneration, if deemed fit, including performance linked incentive, subject to recommendation of Nomination and Remuneration Committee and approval of Board of Directors.

The office of the Managing Director may be terminated by either party by giving 3 (three) months' prior notice in writing.

In the absence of or inadequacy of profits in any financial year during the tenure of his appointment, the above remuneration including the perquisites will be paid as minimum remuneration fulfilling criteria of appointment in accordance with Schedule V of the Companies Act, 2013.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Nitin Kumar Bhalotia (DIN: 02067326) under Section 190 of the Act.

Mr. Nitin Kumar Bhalotia (DIN: 02067326) satisfies all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment and is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Details of Mr. Nitin is as stated below in point No. ii of "Information required under Section II, Part II of Schedule V of the Companies Act, 2013" pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Nitin Kumar Bhalotia (DIN: 02067326) is interested in the resolution set out at Item No. 3 & 4 of the Notice. Mr. Nitin Kumar Bhalotia (DIN: 02067326) and the present promoter of the Company are connected with each other and as may be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, concerned or interested, financially or otherwise, in the resolution. It is proposed to seek members' approval for appointment of and remuneration payable to Mr. Nitin Kumar Bhalotia (DIN: 02067326) as a Managing Director of the Company, under category of Managing Director, in terms of the applicable provisions of the Companies Act, 2013.

The Board of Directors Recommends the Ordinary Resolution set out at Item No. 3 and Special Resolution set out at Item No. 4 of the Notice for approval of the members.

Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

i. General Information

Nature of Industries	Software development, Trading and Infrastructure and realty activities.
Date or expected date of commencement of commercial production	Not Applicable. The Commercial businesses already started.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	The company is diversifying its business and expecting good revenue in near future.
Foreign Investments or collaborations, if any.	Not applicable

ii. Information of appointee, Mr. Nitin Kumar Bhalotia (DIN: 02067326)/ Brief Profile of Mr. Nitin Kumar Bhalotia (DIN: 02067326){Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2 (SS-2)} and Information required under Section II, Part II of Schedule V of the Companies Act, 2013:

Description	Details
Name	Mr. Nitin Kumar Bhalotia
DIN	(DIN: 02067326)
Age	40 years
Qualification	B.Com(H)
Experience / Job Profile /Suitability	<p>i. Working in Jagdamba Fashion Pvt Ltd (Garment Industry) as an advisory executive from 2001 and appointed as a Director from 2018 onwards.</p> <p>ii. Appointed as Director in BRCCA Services Pvt Ltd from 2023 onwards.</p> <p>iii. Appointed as Authorised Signatory on behalf of BRCCA Services Pvt Ltd, which is a Designated Partner in NSP Innovaiontech LLP from 2023 onwards.</p>
Terms and Conditions of appointment	Managing Director for a period of 3 years.
Remuneration last drawn from the Company	1,00,000/- per month
Remuneration proposed	As stated above in point No. c of this statement.
Past Remuneration	12,00,000/- per annum
Justification for choosing the appointees as Independent Director	N.A.
Date of first appointment on the Board of	3 rd February 2024

the Company.	
Relationship with other Directors, Managers and other Key Managerial Personnel(s) of the Company	Related to the promoter of the Company
Shareholding in the Company (as on the date of EGM Notice)	Nil
Directorships of other Board	2
Membership/Chairmanship of Committees of Board of Directors of other companies	NIL
Comparative remuneration profile with respect to industries, size of company, profile of the position and Person.	The remuneration is as per Section 197 & 198 of the Companies Act, 2013 read with Schedule V Companies Act, and is comparable to the remuneration of Managing Director levels of similar sized infrastructure, lease & rental Companies.
Pecuniary Relationship directly or indirectly with the company or relationship with the managerial personnel.	He has relationship with the promoter of the Company.
Recognition or awards	NIL

iii. Other Information

Description	Details
Reasons of loss or inadequate profits	Due to sluggish market condition since last many years
Steps taken or proposed to be taken for improvement.	<p>The Management & Control of the Company is taken over by BRCCA Services Private Limited (Ms. Reema Diwan the ultimate beneficiary) and is the new promoters of the Company.</p> <p>The new management took over the management and acquired the entire holdings of the erst while promoters after compliance of applicable provisions of regulation 3 and 4 of SEBI (SAST) Regulations, 2011 .</p>
New Promoter	<p>BRCCA SERVICES PRIVATE LIMITED (CIN) U74999WB2021PTC242984</p> <p>Registered address is CK-233, 2ND FLOOR,</p>

	SALTLAKE KOLKATA WB 700091 IN
Expected increase in productivity and profits in measurable terms	Company is diversifying its business. Considering present demand of business and market condition, it is expected to have good revenue and profit in near future.

None of the Directors other than promoter & Mr. Nitin Kumar Bhalotia (including their relatives) concerned or interested financially or otherwise in the resolutions. The Promoter holds 73.49 % of voting rights in Aris International Limited. The Promoters are interested to the extent of their shareholdings.

The Board of Directors recommends the resolution as set out at Item No. 3 & 4 for approval of the members as an Ordinary and Special resolution respectively.

The following documents would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day between 11 a.m. to 1 p.m. from Monday to Friday till the date of General Meeting of the members:

1. Valuation Report of **Mr. Jay A Shah - IBBI registered valuer (IBBI/RV/07/2022/14720)** dated February 13, 2024 under regulation 165/166/167 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
2. Balance Sheet/Annual report of M/s. Aris International Limited for the financial year ended 31st March, 2023 and Un-audited Quarterly results for the quarter ended 31st December 2023.
3. Memorandum and Article of Association of M/s. Aris International Limited.
4. Practicing Company Secretary's Certificate As per Regulation 163 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
5. Consent Letter of Subscribers.
6. Extracts of Minutes of Board Meeting dated 3rd February 2024 of M/s. Aris International Limited.
7. T&C of the appointment of the Managing Director Mr. Nitin Kumar Bhalotia (DIN: 02067326).
8. The Above Documents are available at the Company website: www.arisinternational.in.

By Order of Board for Aris International Limited,

Place: Mumbai
Date : 03.02.2024

Sd/-
Manali Arun Naik
Company Secretary
Membership No: A71606

Address:

**INS Tower, 7TH Floor, Office No 707, A wing,
Bandra Kurla Complex, Bandra East,
Mumbai - 400 051, India
Mail Id - arisinternationaltd@gmail.com
Website: www.arisinternational.in**

ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

**INS TOWER, 7TH FLOOR, OFFICE NO 707, A WING, BANDRA KURLA COMPLEX, BANDRA
EAST, MUMBAI - 400 051**

ATTENDANCE SLIP

EXTRA-ORDINARY GENERAL MEETING

EVSNO IS 240213009

I hereby record my presence at the Extra-Ordinary General Meeting of the Company to be held on Friday 15th March 2024 at 4.00 p.m. at i.e. INS Tower, 7TH Floor, Office No 707, A wing, Bandra Kurla Complex, Bandra East, Mumbai - 400 051.

Name of the Member: _____

Folio/Client ID No.: _____

Name of the Proxy/ Representative (in Block Letters)

(To be fill in if the Proxy/Representative attends

Instead of the Member) _____

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

Signature of the Member or Proxy/Representative: _____

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.

ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

**REGD. OFFICE: INS TOWER, 7TH FLOOR, OFFICE NO 707, A WING, BANDRA KURLA
COMPLEX, BANDRA EAST, MUMBAI - 400 051**

PROXY FORM

EXTRA-ORDINARY GENERAL MEETING

**[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

**Address: INS Tower, 7TH Floor, Office No 707, A wing, Bandra Kurla Complex, Bandra
East, Mumbai - 400 051, India**

Tel. No.:- 022-42153479, E-Mail: arisinternationaltd@gmail.com

Website: www.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 / her

2. Name: ____

Address: _____

E-mail Id: _____

Signature: _____, or failing him / her

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 Friday 15th March 2024 at 4.00 p.m. at i.e. INS Tower, 7TH Floor, Office No 707, A wing, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 and at any adjournment thereof in respect of such resolutions as are indicated below:

	RESOLUTIONS			
SPECIAL BUSINESS:				
1.	PREFERENTIAL ISSUE AND ALLOTMENT OF 2,00,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH TO PROMOTER AND NON-PROMOTER(S) GROUP OF THE COMPANY			
2.	TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 25,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013			
3.	TO REGULARISE/ APPOINT MR. NITIN KUMAR BHALOTIA (DIN: 02067326) AS DIRECTOR OF THE COMPANY			
4.	APPOINTMENT OF MR. NITIN KUMAR BHALOTIA (DIN: 02067326) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION			

Signed this _____ day of _____ 2024

Affix
Revenue
Stamp

Signature of shareholder: _____

Signature of Proxy holder(s): _____

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.

FORM NO.MGT-12**POLLING PAPER**

[Pursuant to section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

Address:

INS TOWER, 7TH FLOOR, OFFICE NO 707, A WING, BANDRA
KURLA COMPLEX, BANDRA EAST, MUMBAI - 400 051

Website: <http://arisinternational.in>

Email: arisinternationaltd@gmail.com

BALLOT PAPER

Sr. No.	Particulars	Details
1	Name of the First-named Shareholder (In BLOCK letters)	
2	Postal address	
3	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Sr. No.	Resolutions	No. of shares held by me	I assent to the Resolution	I dissent from the Resolution
SPECIAL BUSINESS:-				
1	PREFERENTIAL ISSUE AND ALLOTMENT OF 2,00,00,000 CONVERTIBLE WARRANTS INTO EQUITY SHARES OF FACE VALUE OF RS. 10 /- EACH TO PROMOTER AND NON-PROMOTER(S) GROUP OF THE COMPANY			
2	TO CONSIDER AND APPROVE THE INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY UP TO RS. 25,00,00,000/- UNDER SECTION 61 OF THE COMPANIES ACT, 2013			

3	TO REGULARISE/ APPOINT MR. NITIN KUMAR BHALOTIA (DIN: 02067326) AS DIRECTOR OF THE COMPANY			
4	APPOINTMENT OF MR. NITIN KUMAR BHALOTIA (DIN: 02067326) AS MANAGING DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION			

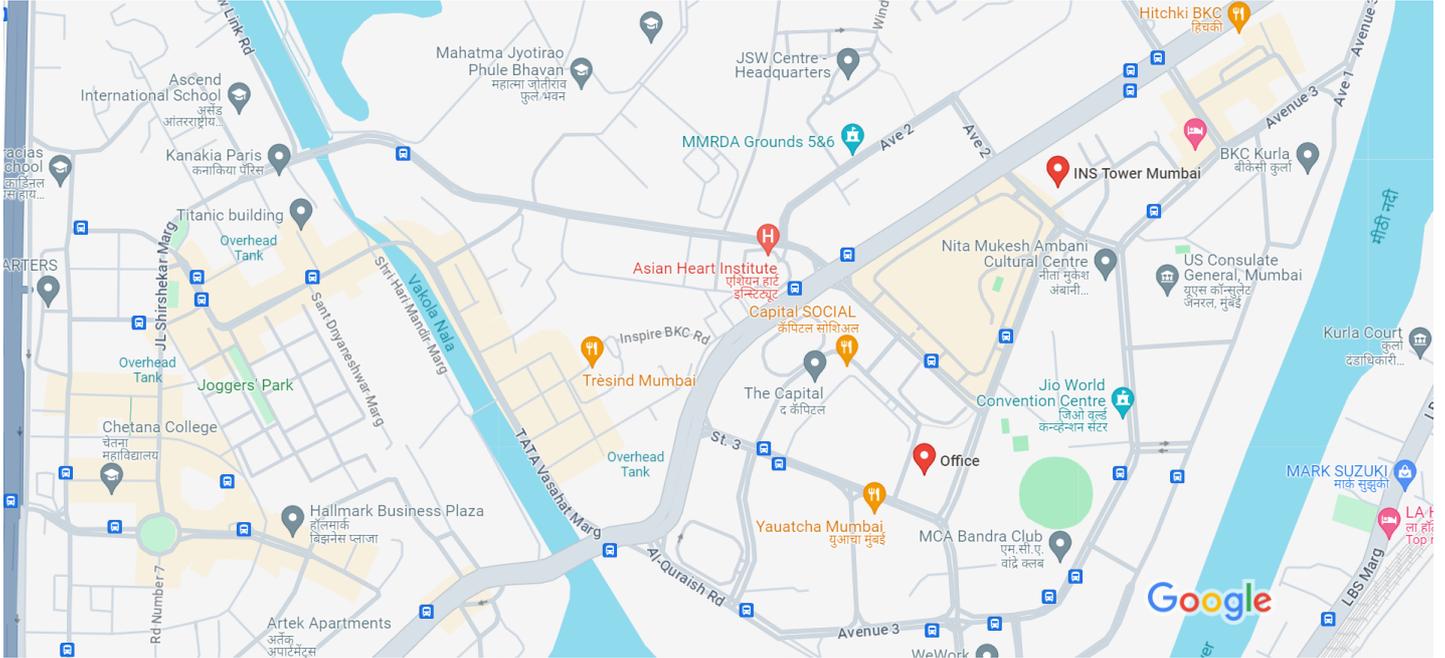
Place: Mumbai

Date:

(Signature of the shareholder)



INS Tower, 7TH Floor, Office No 707, A wing, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, India



Map data ©2024 200 m

INS Tower Mumbai

4.1 (45)

Corporate office · 3V88+PHR, Bandra Kurla Complex Rd

INS Tower · Bandra Kurla Complex, Bandra East, Mumbai - 400 051, India



Office

No reviews

Corporate office · Bank Of Baroda Corporate Center, Bandra Kurla Complex 1, C-26

Floor, Office No · Bandra Kurla Complex, Bandra East, Mumbai - 400 051, India



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PIMPLE & ASSOCIATES

PRACTICING COMPANY SECRETARY

Office No: 702, 7th Flr, N.S Phadke Road, Opp Telli Galli, Andheri (E), Mumbai-400069.

Mobile: 09082964721; Email: csrohinipimple@yahoo.com

COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any amendment/modification thereof)

To,

The Board of Directors,
Aris International Limited,

Address: INS Tower, 7TH Floor, Office No 707, A wing, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051

Dear Sir,

I M/s. Pimple & Associates having CP No. 21773 Practicing Company Secretary, have been appointed by the Aris International Limited (hereinafter referred to as 'Company') having CIN : L29130MH1995PLC249667 and having its Registered Office at INS Tower, 7TH Floor, Office No 707, A wing, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 India to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018 as amended from time to time, (hereinafter referred to as "Regulations").

In connection with the proposed issuance of 2,00,00,000 Convertible Warrants into Equity shares of Rs. 10/- each at a issue price of Rs. 20/- each of Aris International Limited (by way of cash) aggregating to Rs. 40,00,00,000/- (Rupees Forty Crores Only) (Preferential Issue), the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of Regulation 163 of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, as amended (the "ICDR Regulations").

Accordingly, this certificate is being issued under the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

List of Proposed Allottees

Sr. No.	Name Of Proposed Allottees	Category	PAN
1	BRCCA Services Private Limited	Promoter	AAJCB6163B
2	Resonance Opportunities Fund	Non-Promoter Category I SEBI	AAF4298A

		Registered Fund Bearing No. SEBI/FPI REG No. INMUF215716	
3	Inaaya Global Ventures PCC – Cell 3	Non-Promoter Category I SEBI Registered Foreign Portfolio Investor (FPI) No. SEBI/FPI REG No. INMUF002623	AAHCI0196D

MANAGEMENT’S RESPONSIBILITY:

The Management of the Company is responsible for ensuring the compliance of the requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 detailed as under:

- i. Determination of the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is proposed to consider the proposed preferential issue;
- ii. Determination of the minimum price of Equity Share in terms of Regulation 165 of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018;
- iii. Compliance with the conditions/ requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018.

Verification:

For the purpose of confirming that the proposed preferential issue is in compliance of the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, we have examined the following limited documents as provided by the Company and available on the date of this certificate:

- a. Certified copy of Board Resolution dated 3RD February, 2024 approving Preferential Issue of 2,00,00,000 Convertible Warrants into Equity shares of Rs. 10/- each at a issue price of Rs. 20/- each of Aris International Limited (by way of cash) aggregating to Rs. 40,00,00,000/- (Rupees Forty Crores Only) to the Proposed Allottee s;
- b. Confirmation from the Company that :
 - i. The Board of Directors of the Company have decided 13TH February, 2024 , as the “Relevant Date” being the date thirty days prior to the date on which the meeting of shareholders is expected to be held i.e., 15TH March 2024, to consider and approve the Preferential Issue;

ii. The Company has determined the minimum price of equity shares in terms of Regulation 165 of the the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 ;

iii. The Board of Directors of the Company at its meeting held on 3RD February, 2024 approved Notice convening the Extra-Ordinary General Meeting of the Company and approved the Preferential Issue on 3RD February, 2024 respectively;

iv. The proposed Preferential Issue is being made to Promoter and Non Promoters of the Company;

v. None of the Proposed Allottee are ineligible for allotment in terms of Regulation 159 of the ICDR Regulations;

vi. The equity shares held by the Proposed Allottee are already in dematerialized form;

vii. The pre-preferential equity shares held by the Proposed Allottees have already been placed under lock-in;

viii. The Proposed Allottees have not sold or transferred any equity shares of the Company during the ninety trading days preceding the Relevant Date;

ix. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Securities and Exchange Board of India thereunder;

x. The Company will file an application seeking in-principle approval for the proposed Preferential Issue on the same day when the notice is being sent in respect of the Extra-Ordinary general meeting seeking shareholders' approval for the proposed Preferential Issue;

xi. The Company has no outstanding dues to the Securities and Exchange Board of India, Stock Exchanges where the securities of the Company are listed i.e. BSE Ltd. and the Depositories (i.e. NSDL/ CDSL).

Pre-preferential holding details:

Sr. No	Name of Allottee	No. of Shares
1	BRCCA Services Private Limited	11,02,360

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the proposed Preferential Issue is being made in compliance with the conditions/ requirements of SEBI (Issue of Capital and Disclosure Requirements) regulations 2018 stated above under the heading of verification.

Assumption & Limitation of Scope and Review:

Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.

Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.

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

Our scope of work did not include verification of compliance with other requirements of the SEBI (Issue of Capital and Disclosure Requirements) regulations 2018, Companies Act, 2013, Rules and Regulations framed thereunder, other circulars, notifications, etc., as issued by relevant regulatory authorities from time to time, and any other laws and regulations applicable to the Company.

This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of further submission in the general meeting of the shareholders considering the proposed preferential issue and should not be used by any other person or for any other purpose.

**For Pimple & Associates
Practicing Company Secretary**

ROHINI
JANARDAN
PIMPLE

Digitally signed by
ROHINI JANARDAN
PIMPLE
Date: 2024.02.20
15:15:20 +05'30'

Rohini Pimple**Membership No. 51452****COP NO. 21773****UDIN: A051452E003459945****Peer Review Certificate No.: 2519/2022****Date: 20/02/2024****Place: Mumbai**