

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 Pimple
Membership No. 51452
COP NO. 21773
UDIN: A051452E003459945
Peer Review Certificate No.: 2519/2022

Date: 20/02/2024
Place: Mumbai