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**19TH  
ANNUAL REPORT  
OF  
ARIS INTERNATIONAL LIMITED  
*FOR THE YEAR ENDED  
ON  
31<sup>ST</sup> MARCH, 2014***

# ARIS INTERNATIONAL LIMITED

## ANNUAL REPORT 2013 – 2014

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### ARIS INTERNATIONAL LIMITED

#### **BOARD OF DIRECTORS :**

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

#### **BANKERS:**

BANK OF INDIA, Mumbai

#### **AUDITORS :**

M/S K. M TAPURIAH & CO  
Chartered Accountants

#### **COMPLIANCE OFFICER**

Mr. Loknath Mishra

#### **REGISTERED OFFICE :**

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

#### **REGISTRAR & SHARE TRANSFER AGENT**

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

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### NOTICE

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

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2014 and the Profit and Loss Account for the year ended on that date and Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Ramesh Mishra, who retires by rotation and being eligible, offers him for reappointment.
3. **Appointment of Mr. Avinash Tiwari as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Avinash Tiwari (DIN 05336563), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

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

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

**“RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Ms. Neha Agarwal (DIN 06686208), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is

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eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company with effect from September 30, 2014 up to September 29, 2019.”

### 5. Appointment of Auditors

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

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

### SPECIAL BUSINESS

#### 6 Power to Borrow Money:

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

“**RESOLVED THAT** in supersession of all earlier resolutions and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re- enactment thereof for the time being in force) subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise

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the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of paid-up Capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/ to be obtained from the Company's Banker and financiers in the ordinary course of business, shall not be in excess of Rs.25 crore.

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

For and on behalf of the Board

Place: Mumbai

Date: 14/08/2014

Sd/-

Pawan Tibrewal

Managing Director

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### NOTES:

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

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



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### NOTES:

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

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

1. Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (i) Now, select the “ARIS INTERNATIONAL LTD” from the drop down menu and click on “SUBMIT”
  - (ii) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (iii) Next enter the Image Verification as displayed and Click on Login.
  - (iv) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form 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"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name</li></ul>

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	in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <ARIS INTERNATIONAL LIMITED> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.