

# **ARIS INTERNATIONAL LIMITED**

**CIN: L29130MH1995PLC249667**

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

***24<sup>th</sup> ANNUAL REPORT***

***2018-2019***

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Pawankumar S. Tibrewal	Managing Director
Mr. Ramesh Mishra	Non-Executive Director
Mr. Avinash Tiwari	Non-Executive, Independent Director
Ms. Laxmi Raju Nadam	Non-Executive, Independent Director
Mrs. Sushama Anuj Yadav	Chief Financial Officer
Mrs. Sushama Anuj Yadav	Company Secretary

### **BANKERS**

BANK OF INDIA, MUMBAI

AXIS BANK, MUMBAI

### **AUDITORS**

M/S K. M TAPURIAH & CO  
Chartered Accountants

### **REGISTERED OFFICE:**

129-B Ansa Industrial Estate,  
Saki Naka, Andheri(E), Mumbai-400072  
Email: arisinternationaltd@gmail.com  
Website: arisinternational.in.

### **LISTING**

BOMBAY STOCK EXCHANGE LIMITED

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

Maheshwari Datamatics Pvt Ltd  
**Address:** 6,Mangoe lane,  
2nd Floor,Kolkata - 700 001

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## **NOTICE**

**NOTICE** is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of **ARIS INTERNATIONAL LIMITED** will be held as under:

**Day: MONDAY**

**Date:** 30<sup>th</sup> September, 2019

**Time:** 2.30 P.M

**Venue: 129-B,**

ANSA INDUSTRIAL ESTATE

Saki Naka

Mumbai 400072

To transact the following business(es):

### **ORDINARY BUSINESS(ES):**

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, the Reports of the Board of Directors and Auditors thereon;
2. To appointment of auditors of the Company and to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant 139, 142 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the recommendation made by the Audit Committee to the Board of Directors, M/s. Pams & Associates, Chartered Accountants, having registration no. 316079E be and are hereby appointed as a Auditors of the Company in place of the retiring Auditors M/s. K.M. Tapuriah & Co. (Registration No. 314043E), Chartered Accountants, who shall hold office from the conclusion of this 24<sup>th</sup> Annual General Meeting for a term of 5 consecutive years till conclusion of the 29<sup>th</sup> Annual General Meeting to be held in the calendar year 2024 and that the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, and that such remuneration may be paid on a progressive billing basis in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

3. To appoint a Director in the place of Mr. Ramesh Mishra (DIN: 00206671), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, seeks re-appointment.

### **SPECIAL BUSINESS(ES):**

4. Appointment of Ms. Jayanti Pradhan (DIN :08529039) - as Director and Managing Director and of the Company.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Ms. Jayanti Pradhan (DIN: 08529039), who was appointed by the Board of Directors, as an Additional Director of the Company effective 8<sup>th</sup> July 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any modification or re-enactment thereof) and Article 66 of the Articles of Association of the Company and who is eligible for appointment and has consented to

act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration of Ms. Jayanti Pradhan (DIN 08529039) as Managing Director of the Company for a period of three years, with effect from 8<sup>th</sup> July 2019, not liable to retire by rotation, upon the terms and conditions set out in the Statement annexed to the Notice convening this Meeting, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during her said tenure within the overall limits of Section 197 of the Companies Act, 2013 with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and terms of remuneration as it may deem fit and in such manner as may be agreed to between the Board and the MD."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of MS. PRADHAN'S appointment, She will be paid or provided the salary, the allowances, and the perquisites as set out in the foregoing part of this resolution as the 'Minimum Remuneration'."

"AND RESOLVED FURTHER THAT the Board of Directors (the 'Board' which term includes a duly constituted Committee of the Board) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

5. Appointment of Mr. Avinash Tiwari (DIN:05336563) - as an Independent Director of the Company.

To consider and if thought fit, to pass the following resolution as an Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Avinash Tiwari (DIN: 05336563), who was appointed as an Independent Director at the 19<sup>th</sup> Annual General Meeting of the Company and who holds office up to 29<sup>th</sup> September, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee, to hold office for a second term of 5-years commencing with effect from 30<sup>th</sup> September 2019 up to 29<sup>th</sup> September 2024, not liable to retire by rotation.

**Dated: 9<sup>th</sup> August, 2019**

Place: Mumbai

Registered Office:

129-B, Ansa Industrial Estate

Saki Vihar road, Saki Naka

Mumbai 400072

**By Order of the Board**

Sd/-

Ms. Jayanti Pradhan

Managing Director

(DIN :08529039)

**NOTES:**

(a) The Statement, pursuant to Section 102 of the Companies Act, 2013 ('Act') with respect to Item Nos. 4 to 5 forms part of this Notice. Additional information, pursuant to applicable Regulations of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as annexure to the Notice.

(b) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING ON HIS/HER BEHALF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

(c) Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 in number and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

(d) The instrument of proxy, in order to be effective, must be received at the Registered Office of the Company at 129-B, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai 400072, not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Notice. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution or authority as applicable.

(e) Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.

(f) In case of joint holders attending the Meeting, only such joint holders who are higher in the order of the names will be entitled to vote.

(g) Members/proxies/authorized representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the Meeting.

(h) The Register of Members of the Company will be closed from Tuesday September 24, 2019 to Monday, September 30, 2019 [both days inclusive] for the purpose of AGM for Financial Year 2018-19.

(i) Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, up to the date of the AGM and will also be kept open at the venue of the AGM till the conclusion of the AGM.

(j) Members desiring any information as regards the Accounts are requested to write to the Company at an earlier date so as to enable the Management to keep the information ready at the AGM.

(k) As per the provisions of the Companies Act, 2013, the facility for making nomination is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Transfer Agents by Members who hold shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

(l) During Financial Year 2018-19, the Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing Members of the Company who hold securities in physical form and intend to transfer their securities after April 1, 2019, can do so only in dematerialized form. Therefore, Members holding shares in physical form are requested to consider converting their shareholding to dematerialised form to eliminate all risks associated with physical shares for ease of portfolio management as well as for ease of transfer, if required.

(m) Members are requested to carry the copy of the Annual Report sent to them. Electronic copy of the Annual Report for 2018-2019 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-2019 is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.

(n) Members may also note that the notice of the 24<sup>th</sup> Annual General Meeting and the Annual report for 2018-2019 will also be available on the Company's website viz. <http://arisinternational.in>. for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the Annual report at the time of attending the Annual General Meeting.

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

#### **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise

their right to vote on resolutions proposed to be considered at the 24<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services Limited (CDSL).

- II. The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Poling Paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**The Instructions for shareholders voting electronically are as under:**

- IV. The remote e-voting period commences on **Friday, 27th September, 2019 at 9:00 a.m.(IST) and end on Sunday, 29th September, 2019 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Monday, 23rd September, 2019** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- VI. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- VII. Now to cast your vote: Click on Shareholders.
- VIII. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- IX. Next enter the Image Verification as displayed and Click on Login.
- X. 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.
- XI. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical



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

- XII. After entering these details appropriately, click on "SUBMIT" tab.
- XIII. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- XIV. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XV. Click on the EVSN for the relevant "Saboo brothers Limited" on which you choose to vote.
- XVI. 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.
- XVII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XVIII. 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.

XIX. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

XX. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

XXI. 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.

XXII. **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

XXIII. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

XXIV. The Company has appointed M/s. Ramesh Chandra Mishra & Associates, Practicing Company Secretaries (C.P. No. 3987 and FCS No. 5477) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

XXV. A copy of this notice has been placed on the website of the Company and the website of CDSL.

XXVI. In case of Members who are entitled to vote but have not electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.