

ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

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

**27TH ANNUAL REPORT
2021-22**

ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

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

27TH ANNUAL REPORT 2021-22

INDEX

Sr. No.	Contents	Page No.
1	Notice	1-20
2	Director's report	21-31
3	Management Discussion & Analysis report	32-33
4	Secretarial Audit Report	34-36
5	Corporate Governance	37-60
6	Auditor's Report	61-71
7	Balance Sheet	71-72
8	Profit and Loss Accounts	73-74
9	Cash Flow Statement	75
10	Notes Forming part of Financial Statement & Schedule to Financial Statement	76-81
11	ATTENDANCE SLIP	82-83
12	PROXY FORM	84-86
13	FORM NO.MGT-12	87-88

CORPORATE INFORMATION

BOARD OF DIRECTORS

Ms. Ira Mishra	Managing Director
Mr. Ramesh Mishra	Non-Executive Director
Mrs. Sanghamitra Sarangi	Non-Executive, Independent Director
Mr. Nitin Oza	Non-Executive, Independent Director
Mr. Avinash Tiwari	Non-Executive, Independent Director
Mrs. Sushama Anuj Yadav	Chief Financial Officer
Mrs. Sushama Anuj Yadav	Company Secretary

BANKERS

Axis Bank Limited, Mumbai

STATUTORY AUDITORS

M/s Pams & Associates
Chartered Accountants

REGISTERED OFFICE:

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

Website: www.arisinternational.in

LISTING

BOMBAY STOCK EXCHANGE LIMITED

REGISTRAR & SHARE TRANSFER AGENT

Maheshwari 1 Datamatics Pvt. Ltd.
Address: 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001

“RESOLVED THAT pursuant to section 39,42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the “Companies Act 2013”) and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded to utilize/convert the Loan(s)/Advances advanced to the Company on various dates and aggregating to Rs. Up to 47,00,000/- as on 17-08-2022 by Mr. Ramesh Mishra – director and Proposed promoter of the Company towards any future subscription in one or multiple tranches of equity Shares, at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and rules framed thereunder:

Sl. No.	Name	Loan Outstanding as on 17-08-2022 (Rs.)	Loan to be (upto) adjusted towards the subscription of shares (Rs.)
1.	Ramesh Chandra Mishra	47,00,000	45,00,000

RESOLVED FURTHER THAT pursuant to 62 and other applicable provisions of the Companies Act, 2013, read with Companies (Share Capital and Debentures) Rules, 2014 and the Memorandum & Articles of Association of the Company and any other applicable laws / rules / regulation, the company shall not be required to open a separate Bank Account and comply the applicable provisions of section 39 & 42 of the Companies Act, 2013 and rules framed thereunder in connection with the conversion of the above loan of the Proposed promoter Director, in one or multiple tranches, towards future subscription of equity shares (both equity / preference Shares).

RESOLVED FURTHER THAT pursuant to Section 42 & 62 and other applicable provisions of the Companies Act, 2013, as amended (the "Companies Act 2013") and the Rules made there under to the extent notified and the Memorandum & Articles of Association of the Company, consent of the Company be and is hereby accorded and also taken on record for the utilization of the loans aggregating of Rs. Up to 47,00,000/- as on 17-08-2022 given by Mr. Ramesh Mishra to the company on various occasions as mentioned in the Explanatory statement this notice be and hereby treated /considered as the utilization of fund towards the subscription proceeds any issue of share capital of the company.

"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 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 redemption 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 for this purpose, including without limitation, appointment of consultants, solicitors, merchant bankers, or any other agencies as may be required."

4. Issue of 10,37,990 equity shares on a preferential basis to Mr. Ramesh Mishra – Director and proposed promoter of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 39,42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment (s), statutory modification(s) or re-enactment(s) thereof), ("the Act"), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the applicable provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, as amended and replaced from time to time and and subject to other applicable Rules / Regulations / Guidelines / Notifications / Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India, the Reserve Bank of India and/ or any other competent authorities to the extent applicable, the uniform listing agreement entered into by the Company with the stock exchanges where the equity shares of the Company are listed and subject to all necessary approval(s), consent(s), permission(s) and/ or sanction(s), if any, of the Government of India, any other statutory or regulatory authorities, as

may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution), the consent of the members of the Company be and is hereby accorded to offer, issue and allot from time to time in one or more tranches up to 10,37,990 (Ten Lakhs Thirty Seven Thousand Nine Hundred and Ninety) equity shares of face value of Rs. 10/- each of the Company ("Equity Shares") for cash and conversion of loan at a price of Rs. 10/- per Equity Share aggregating up to Rs. 1,03,79,900 to Mr. Ramesh Mishra Director and proposed Promoter of the Company (hereinafter referred to as 'Proposed Allottee'), by way of preferential issue on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act, as the Board may determine."

"RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "Relevant Date" shall be Thursday, September 01, 2022, being the date 30 (thirty) days prior to the date of this 22nd Annual General Meeting.

"RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to utilize/convert the Loan(s)/Advances advanced to the Company on various dates and aggregating to Rs. Up to 47,00,000/- as on 17-08-2022 by Mr. Ramesh Mishra – director and Proposed promoter of the Company towards any future subscription in one or multiple tranches of equity Shares, at such price and condition(s) as decided by the Board and in accordance with SEBI Act, 1992 and rules and Regulation framed thereunder including The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations"), and subsequent amendments thereto, including but not restricted to the (SEBI ICDR Regulations), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI Takeover Regulations") and rules framed thereunder:

Sl. No.	Name	Loan Outstanding as on 17-08-2022 (Rs.)	Loan to be (upto) adjusted towards the subscription of shares (Rs.)
1.	Ramesh Chandra Mishra	47,00,000	45,00,000

In consultation with the Board and to going forward, agreed to convert the outstanding Loan of Rs. Up to 45,00,000 as on 17-08-0222 into equity capital of the Company. Hence, this loan and advances shall be used towards subscription amount of the future issue of capital of the company of Mr. Ramesh Mishra.

The Statutory Auditor M/s. Pams & associates, Chartered Accountants (FRN - 316079E) confirmed that as on 17-08-2022 the company has accepted Rs. 47,00,000/- approximately as Loan from Mr. Ramesh Mishra.

A certificate from the Statutory Auditor of the in this regard attached for your consideration. Board at their meeting held on 17-08-2022 considered the proposal of Conversion of Loan of the Mr. Ramesh Mishra, director and proposed promoter of the Company into Equity Shares and feels it as the best option to allow Mr. Ramesh Mishra to subscribe the shares against up to a value of Rs.45,00,000/-.

Your company is proposing to offer and issue up to 10,37,990 equity shares of face value of Rs. 10/-each and at a subscription price of 10/- each of the company in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 to Mr. Ramesh Mishra.

The director and proposed Promoter Allottee have been giving the company from time-to-time loans and advances

without interest.

The Allotees have requested the Board to consider the loans and advances already given to give in future to adjust against any issue of equity shares and balance with cash.

“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. 100% of the preferential allotment consideration shall be payable on or before the date of the allotment of the Equity Shares;
- b. The Equity Shares so offered, issued and allotted to the Proposed Allottee, shall be issued by the Company for cash consideration;
- c. The 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 Equity Shares shall be allotted by the Company to the Proposed Allottee in de-materialized form within the time prescribed under the applicable laws;
- e. The 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 will 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.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottee 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 be issued to the Proposed Allottee inviting them to subscribe to the Equity Shares or Warrants, as the case may be.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised 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 or Warrants, as the case may be, 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 or Warrants, as the case may be, 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.

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.”

5. RATIFICATION OF APPOINTMENT OF Miss. Ira Mishra (DIN:09055544) AS DIRECTOR and MANAGING DIRECTOR (FOR A PERIOD OF 3 (THREE) YEARS) AND REMUNERATION:

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

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), **Miss. Ira Mishra (DIN:09055544)**, who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read together 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 the 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 basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the members be and hereby ratify and confirm the appointment of Miss. Ira Mishra (DIN:09055544) as Managing Director of the Company for a period of 3 (Three) years effective from October 30, 2021 to October 29, 2024,, on such terms and remuneration as set out in the explanatory statement 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 the remuneration payable to Miss. Ira Mishra may exceed five percent of the net profits of the Company (computed in accordance with the Act), but shall not exceed ten percent of the net profits of the Company (computed in accordance with the Act) payable to all Executive Directors taken together, if applicable 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 **Miss. Ira Mishra** for a period not exceeding three years from October 30, 2021 to October 29, 2024; as per schedule V of Companies Act, 2013 and

“ 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 authorized to vary and/or revise the remuneration of **Miss. Ira Mishra** as Managing Director within the overall limits under the Act and to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, 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”

Date:29-08-2022

Registered Office:

129, B Ansa Industrial Estate Saki Vihar Road,
Saki Naka, Andheri (East) Mumbai
Mumbai City MH 400072 INDIA

**By Order of the Board of Director
For Aris International Limited**

**Sd/-
Sushama Anuj Yadav
Company Secretary**

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 retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') 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 AGM 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 AGM 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 www.arisinternational.in
- (d) The Route Map is annexed in this Notice. The proceedings of the AGM 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, September 27, 2022 at 9:00 a.m. (IST) and end on Thursday, September 29, 2022 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,23 September, 2022.
- (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 AGM.

- (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, 23 September, 2022, 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) SUPPort@purvashare.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 August 29, 2022 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 AGM 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 AGM 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 AGM along with the Annual Report 2021-22 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 and Annual Report 2021-22 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 AGM, date and time of AGM, availability of notice of AGM 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 AGM 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 AGM.
- (q) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM but shall not be entitled to cast their vote again.
- (r) Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Saturday, 24 September, 2022 to Friday, 30 September, 2022 (both the days inclusive).
- (s) 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 AGM by the members based on the request being sent on arisinternationaltd@gmail.com.
- (t) 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.
- (u) 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,