ARIS INTERNATIONAL LIMITED

(CIN NO: L29130MH1995PLC249667)

Date: 02-09-2021

To,
The Secretary,
The Bombay Stock Exchange,
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001.

SUBJECT : ANNUAL REPORT FOR FY 2020-21, NOTICE OF 26th ANNUAL GENERAL MEETING ("AGM")

BSE CODE : 531677

Dear Sir/Madam,

As required under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we submit herewith the Annual Report of the Company for the Financial Year 2020-21 along with the Notice convening the 26th Annual General Meeting scheduled to be held on Saturday, September 25, 2021 at 02.00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the Ministry of Corporate Affairs ("MCA") Circular No. 20/2020 dated May 05, 2020 and Circular no. 02/2021 dated January 13, 2021 read with Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as "SEBI Circulars").

In compliance with above mentioned circulars, the Annual Report of the Company for the Financial Year 2020-21 along with the Notice convening the 26th Annual General Meeting has been 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 AGM. The Company has engaged CDSL for providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.

The Register of Members and the Share Transfer books of the Company will remain closed from Sunday, September 19, 2021 to Saturday, September 25, 2021 (both days inclusive).

ARIS INTERNATIONAL LIMITED

(CIN NO: L29130MH1995PLC249667)

Key information:

Cut-off Date	:	Saturday, September 18, 2021
Day, Date and time of commencement of remote e-Voting	:	Wednesday, September 22nd, 2021 at 9:00 a.m.
Day, Date and time of end of remote e-Voting	:	Friday, September 24th , 2021 at 5:00 p.m.
Annual General Meeting	:	Saturday, September 25, 2021 at 02.00 p.m.

The copy of the Notice of AGM and Annual Report is also 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.

Please acknowledge and take on record the same.

Thanking You,

For Aris International Limited

Ramesh Mishra
Director
(DIN – 00206671)

ARIS INTERNATIONAL LTD MUMBAI

ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

26TH ANNUAL REPORT 2020-21

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

ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

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

26TH ANNUAL REPORT
2020-21

INDEX

Sr. No.	Contents	Page No.
1	Notice of Meeting	
2	Director's report	
3	Management Discussion & Analysis report	
4	Secretarial Audit Report	
5	Corporate Governance	
6	Extract of Annual Report (MGT-9)	
7	Auditor's Report	
8	Balance Sheet	
9	Profit and Loss Accounts	
10	Cash Flow Statement	
11	Notes Forming part of Financial Statement &	
	Schedule to Financial Statement	

CORPORATE INFORMATION

BOARD OF DIRECTORS

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

BANKERS
Bank Of India, Mumbai

SATUTORY AUDITORS
M/s Pams & Assocites
Chartered Accountants

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

Website: www.arisinternational.in

LISTING
BOMBAY STOCK EXCHANGE LIMITED

REGISTRAR & SHARE TRANSFER AGENT
MaheshwariDatamatics Pvt. Ltd.
Address: 6,Mangoe lane,
2n Floor, Kolkata, West Bengal - 700 001

NOTICE

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of ARIS INTERNATIONAL LIMITED will be held on Saturday, September 25, 2021 at 02:00 p.m. IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon; in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

   "RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. To appoint Shri Ramesh Chandra Mishra, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Shri Ramesh Chandra Mishra (DIN: 00206671), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

By the Order of the Board
Aris International Limited
Sd/-
Ms. Jayanti Pradhan
Managing Director
(DIN: 08529039)

Dated: August 27, 2021
Place: Mumbai

Registered Office
129-B,Ansa Industrial Estate,
Saki Vihar Road,Saki Naka,
Andheri (E), Mumbai 400072, Mumbai.

E-mail: arisinternationalltd@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 retiring by rotation seeking re-appointment at this Annual General Meeting ('Meeting' or 'AGM') is furnished as an annexure to the Notice.

(b) In view of In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, in relation to "Clarification on passing of Ordinary and Special Resolutions by Companies under the Companies Act, 2013 ("the Act") and the rules made thereunder on account of the threat posed by Covid-19", Circular No. 20/2020 dated May 05, 2020 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM)" and Circular no. 02/2021 dated January 13, 2021 in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)" (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulation") - Covid-19 pandemic" and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to "Relaxation from compliance with certain provisions of the Listing Regulations due to the Covid-19 pandemic" (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the 26th AGM of the Members of the Company is being held through VC / OAVM on Saturday, September 25, 2021 at 02:00 P.M. The registered office of the Company shall be deemed to be the venue (i.e. 129 - B, Ansa Indl. Estate, Sakivihar Road, Sakinaka, Andheri (E) 400 072. For the AGM.

(c) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of AGM.

(d) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be

available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

(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 Wednesday, September 22nd, 2021 at 9:00 a.m.(IST) and end on Friday, September 24th , 2021 at 5:00 p.m. PM 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., Saturday, September 18, 2021.

(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., Saturday, September 18, 2021, 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 Panda, Practising Company Secretary (Membership No. FCS 5071 CP No. 3699) from M/s Saroj Panda& Co, vide Board Resolution dated August 27, 2021 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 alongwith the Scrutinizer's Report shall be placed on the Company's website viz. http://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) In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the 26th AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website http://arisinternational.in, websites of the Stock Exchange i.e. BSE Limited atwww.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 i.e. the conduct of AGM through VC/ OAVM, 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.

(n) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(o) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.

(p) Pursuant to Section 91 of the Act, the Register of Members of the Company will remain closed from Sunday, September 19, 2021 to Saturday, September 25, 2021 (both the days inclusive).

(q) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") along with details pursuant to Securities and Exchange Board of India ("SEBI") Regulations and other applicable laws are annexed hereto, which sets out details relating to Special Business at the meeting, is annexed hereto.

® 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 www.arisinternational.in.

(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 AGM.

(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 AND JOINING GENERAL MEETING ARE AS UNDER:

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: ANNUAL REPORT 2020-21 .

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. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

2. 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 AGM. 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 as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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 and National Stock Exchange of India Limited at www.bseindia.com and www.evotingindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13,2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(I) The voting period begins on Wednesday, September 22nd, 2021 at 9:00 a.m.(IST) and end on Friday, September 24th , 2021 at 5:00 p.m. 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 Saturday, September 18, 2021 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.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

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	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 & 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.
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with 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.

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

(v) 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 Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.
	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. • 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).

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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.

(viii) For shareholders 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 - 210901100 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) 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.

(xvi) 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; arisinternationalltd@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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.

2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

4. Shareholders are encouraged to join the Meeting through Laptops / I Pads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to

Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting i.e. Monday, September 20, 2021 mentioning their name, demat account number/folio number, email id, mobile number at arisinternationalltd@gmail.com .The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at arisinternationalltd@gmail.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 AGM & 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 voting by electronic means 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:

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

Maheshwari Datamatics Pvt. Ltd
23, R N Mukherjee Road, 5th Floor,
Kolkata - 700 001.
Phone : 033 22435029 / 22482248
Fax : 033 22484787
Email : mdpldc@yahoo.com

By & on Behalf of the Board of Directors of
Aris International Limited

Sd/-
Jayanti Pradhan
Managing Director
DIN : 08529039

Date: August 27, 2021
Place: Mumbai

Regd. Office:
129 - B,AnsaIndl. Estate,Sakivihar Road, Sakinaka,Andheri (E) 400 072.
CIN:L29130MH1995PLC249667
Tel :+91 9223400434
E-mail: arisinternationalltd@gmail.com
Website: www. arisinternational.in

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS FOR APPOINTMENT OF DIRECTORS

The compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of SEBI (LODR) Regulations , 2015 IS NOT APPLICABLE to the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Re-appointment of Mr. Ramesh Chandra Mishra (DIN : 00206671) as a Director (Item No. 2) In terms of Section 152(6) of the Act, Mr. Ramesh Chandra Mishra shall retire by rotation at the forthcoming AGM and being eligible offers himself for re-appointment.

Mr. Ramesh Chandra Mishra aged 52 years is a practicing company secretary. He has over 23 years of rich and exhaustive experience in Corporate litigation, Sat, SEBI etc. Mr. Ramesh Chandra Mishra is having Directorship in other 6 companies.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the accompanying Notice of the AGM.

Mr. Ramesh Chandra Mishra is not related to any Director of the Company.

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

By & on Behalf of the Board of Directors of
Aris International Limited
Sd/-
Jayanti Pradhan
Managing Director
DIN : 08529039

Place: Mumbai
Date: August 27, 2021

Regd. Office:
129 - B,AnsaIndl. Estate,Sakivihar Road,
Sakinaka,Andheri (E) 400 072.
CIN:L29130MH1995PLC249667
Tel :+91 9223400434
E-mail: arisinternationalltd@gmail.com
Website: www. arisinternational.in

Annexure - A

Details of Directors seeking Appointment at the 26th Annual General Meeting to be held on September 25, 2021.

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Particulars	Mr Ramesh Chandra Mishra
Purpose	Re-Appointment as Non- Executive Director
DIN	00206671
Date of Birth	15/10/1968
Age	52
Brief Profile	Mr Ramesh Chandra Mishra is a Company Secretary and having experience of more than 23 years. Presently as per the disclosure he is not associated with any Listed Company as a Director. he will be serving as Non-Executive Director of the Company till the AGM to be held in the calendar year 2021 subject to approval of members of the Company
Relationship with Directors and Key Managerial Personnel	None
Expertise in specific functional area*	Corporate Legal
Qualification(s)	B.SC, LLM,CS
Board Membership of other listed Companies as on March 31, 2020	-
Details of Shareholding the Company as on March 31, 2020	64370 (13.93%) equity shares
Date of first Appointment on the Board	29/08/2012
No. of Board Meetings attended as on March 31, 2021	5
a) Audit Committee	4
b) Nomination & Remuneration Committee	4
c) Stakeholders Relationship Committee	4
d) CSR Committee	-
e) Other Committee(s)	-
Share Transfer Committee	-

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present the 26th Annual Report of the Company together with the Audited Financial Statements of your Company for the Financial year ended 31st March, 2021

SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:

(Amt in Rs.)

PARTICULARS	STANDALONE	
	2020-2021	2019-2020
Total Income	34,26,628	24,20,854
Total Expenditure	29,96,550	21,73,389
Profit Before Interest and depreciation	430,078	247,465
Less: Depreciation	-	-
Interest	-	-
Tax	70,000	39,000
Tax relating to prior years	-	17,260
Net Profit/(Loss) After Tax	360,078	191,205

PERFORMANCE OF THE COMPANY:

Your Company has successfully completed 25 years of operations this year. Your Company's revenue from operations and other income is Rs. 34,26,628 as against Rs. 24,20,854 for the previous financial year registering an increase of Rs. 10,05,774. During the year under review your Company has recorded profit of Rs. 360,078. During the year under review, mainly carried out operation in the software development.

IMPACT OF COVID-19

The country witnessed lockdown being implemented in India in the second fortnight of March 2020. There were also restrictions of varying extent across larger part of the world, due to the COVID-19 pandemic. This impacted the business operations of the Company significantly. Since May 2020, the Company started resuming operations after taking requisite permissions from Government authorities. By staying true to its purpose and its values, the top-most priority for the Company was to ensure the safety of its employees. The Company has taken several measures to ensure their well-being including leveraging the power of technology to enable them to work from home. Standing by its core commitment, the Company is navigating through these unprecedented times by building stronger and deeper relationships with consumers and its partners.

DIVIDEND:

During the year the Company did not declare any Dividend.

TRANSFER TO RESERVES

Your Directors do not propose to transfer any amount to Reserve.

DEPOSITS:

During the financial year under review, your Company has neither invited nor accepted any deposits from the public within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate Annexure -I forming part of the Annual Report.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the year under review, there was no change in the nature of business of the Company .

SUBSIDIARY/HOLDING COMPANY

The Company does not have any subsidiary or holding Company.

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

During the year under review, there were no material changes and commitments affecting the financial position of the Company.

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL:

As per Section 152 (6)(a)unless article provide for retirement of all directors at every annual general meeting, not less than two-thirds of the total directors company of a public company shall-

i) be person whose period of office is liable to determination by retirement of directors by rotation; and

ii) save as otherwise expressly provided in this Act, be appointed by the company in general meeting.

Further as per 152 (6)(d) the directors to retire by rotation at every annual general meeting shall be those who has been longest in office since their last appointment.

In this regards, Mr. Ramesh Chandra Mishra DIN: 00206671 is eligible for reappointment

Mr. Nitin Arvind Oza and Mrs. Sanghamitra Sarangi has been appointed as Non-executive Independent Director w.e.f. 18/05/2020.

All the Directors of the Company have confirmed that they are not disqualified to act as Director in terms of Section 164 of the Act.

NUMBER OF MEETINGS OF THE BOARD:

During the year, the Board met 5 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

Sr. No	Date of Board Meetings	No. of Directors Entitled to Attend	No. of Directors Present
1	18/05/2020	5	5
2	03/07/2020	5	5
3	14/08/2020	5	5
4	12/11/2020	5	5
5	10-02-2021	5	5

Key Managerial Personnel

As on the date of this Report, Mrs. Jayanti Pradhan, Managing Director & Mrs. Sushama Anuj Yadav is the Chief Financial Officer and Company Secretary, are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51) read with Section 203 of the Act.

Directors

As on the date of the report the Company has Mr. Ramesh Mishra -Non-executive Director, Mr. Avinash Tiwari, Mr. Nitin Arvind Oza and Mrs. Sanghamitra Sarangi as Non-executive Independent Director.

INDEPENDENT DIRECTORS DECLARATION:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not promoters of the Company or its holding, subsidiary or associate company;

2. They are not related to promoters or directors in the company, its holding, subsidiary or associate company.

3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company , or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

5. Independent Director, neither himself nor any of his relatives–

   (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

   (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of–

      (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

      (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;

   (iii) Holds together with his relatives two percent. or more of the total voting power of the company; or

   (iv) is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty- five percent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company;

6. Independent Director possesses such qualifications as may be directed by the Board.

7. The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.

Annual Evaluation of Board, its Committees, and Individual Directors:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual Directors pursuant to the provisions of the Sections 134, 178 and Schedule IV of the Act and Regulation 17 of the SEBI LODR Regulations.

The performances of the Independent Directors were evaluated by the Board after seeking inputs from all the directors on the effectiveness and contribution of the Independent Directors.

The performance of the Committees were evaluated by the Board after seeking inputs from the Committee members on the basis of the criteria such as the composition of Committees, effectiveness of Committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual Directors on the basis of the criteria such as the contribution of the individual Director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and nonexecutive directors.

Familiarization Program for Independent Directors

Familiarization Programme for Independent Directors is designed with an aim to make the Independent Directors aware about their roles, responsibilities and liabilities as per the Act, the SEBI LODR Regulations and other applicable laws and to get better understanding about the Company, nature of industry in which it operates and environment in which it functions, business model, long term/short term/strategic plans, important changes in regulatory framework etc. As a part of familiarization programme, the Company makes presentations to the Board Members, inter alia, business strategies, management structure, HR Policy, and policies applicable as per the SEBI LODR Regulations.

At the time of appointing an Independent Director, a formal letter of appointment is given to him, which inter-alia explains the roles, rights and responsibilities expected of him as an Independent Director of the Company. The relevant policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to regulate, monitor and report trading by Insiders etc. are circulated to the Directors.

PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

(i) All Directors had attended the Board meetings;

(ii) The remunerations paid to Executive Directors are strictly as per the Company and industry policy.

(iii) The Independent Directors only received sitting fees.

(iv) The Independent Directors contributed significantly in the Board and committee deliberation and business and operations of the Company and subsidiaries based on their experience and knowledge and Independent views.

(v) The Credit Policy, Loan Policy and compliances were reviewed periodically;

(vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Regulation 25 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Independent Directors of the Company held their meeting on 10th February, 2021, reviewed the performance of non- independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non- executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2021, the Board consists of 5 members. Out of which one is the Managing Director and four are Non-executive Director out of which three are Independent Director.

The policy of the Company on directors appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report.

We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

COMMITTEES OF THE BOARD:

Currently, the Board has four committees:1) Audit Committee, 2) Nomination and Remuneration Committee, 3) Stakeholders Relationship Committee, 4) Shares Transfer Committee.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report that forms part of this Annual Report.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE:

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee. A detailed note on the composition of the Committees is provided in the corporate governance report section of this Annual Report.

The Key Features of the Policy of the said committee are as follows:
For Appointment of Independent Director (ID):

a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director(ID);

b. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with Regulation 16(b) of LODR,2015 erstwhile Clause 49 of the Listing Agreement;

c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;

d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;

e. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;

f. Independent Director should be able to devote time for the Board and other meetings of the company;

g. Entitled for sitting fees and reasonable conveyance to attend the meetings; and

h. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the Section 134(3)© and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

(i) That in the preparation of the accounts for the financial year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair

view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;

(iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) That the Directors have prepared the accounts for the financial year ended 31st March 2021 on a 'going concern' basis.

(v) The internal financial controls are laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adhered by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.

(vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT POLICY:

The company has developed Risk Management Policy mainly covering the following areas of concerns

1. On the international currencies front, volatility of exchange rate is a matter of concern for a Company because major sales are in the form of exports worldwide besides corresponding imports in foreign currency for key raw materials. However, the risk associated with currency fluctuation has been mitigated by effective forex management policy.

2. Lack of clarity on future Government policies continues to be an area of major concern for the industry. The exact impact of this cannot be assessed until the proposed changes are actually introduced and implemented.

3. In line with the overall growth objective and strengthening of infrastructure base, the Company had invested in Information Technology (IT) viz. SAP Enterprising Resource Planning system for leveraging its business values.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

In terms of the provisions of Section 177(9) of the Companies Act, 2013, the Company has implemented a vigil mechanism named Whistle Blower Policy to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board. The Whistle Blower Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

M/s. G. S. Nayak & Co. - Chartered Accountants has been appointed as the Internal Auditor of the Company for the financial year 2021-22.

STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Act and the rules frame thereunder M/s. Pams & Associtates, Chartered Accountants (Firm Registration No. 316079E) were appointed as Statutory Auditors of the Company at the 24th Annual General Meeting held on 30th September 2019, to hold office from the conclusion of the 24th Annual General Meeting till the conclusion of the 29th Annual General Meeting.

As per Companies (Amendment) Act, 2017 effective from May 07, 2018, the provisions relating to ratification of the appointment of Statutory Auditors at every AGM is not required.

AUDITOR'S REPORT:

The Auditors has not made any qualification to the financial statement. Their report on relevant notes on accounts are self-explanatory and do not call for any comments under Section 134 of the companies Act, 2013

SECRETARIAL AUDITORS AND THEIR REPORT:

M/s. Saroj Panda & Co., Company Secretary in Practice was appointed to conduct the Secretarial Audit of the company for the financial year 2020- 2021 as required under Section 204 of the Companies Act, 2013 and Rules thereunder.

The Secretarial Audit Report for F.Y. 2020- 2021 is Annexure - II to this Board's Report.
The Board has re-appointed M/s. Saroj Panda & Co., Company Secretary in Practice, as Secretarial Auditor of the Company for the financial year 2021-2022.

Secretarial Compliance Report

Your Company's paid-up paid-up Equity Share Capital and Networth, on last day of the previous year, i.e., on March 31, 2021, are below the threshold limits mentioned in the Regulation 15(2) of the SEBI LODR Regulations. Hence, the compliance w.r.t. to Regulation 24A, i.e., Secretarial Compliance Report is not applicable to the Company for the financial year under review.

Cost Auditors

During the financial year under review, provisions of Section 148 of the Act, read with Companies (Audit & Auditors) Rules, 2014 and other applicable provisions, if any, relating to the Cost Audit are not applicable to the Company.

Details of Fraud reported by Auditors

During the financial year under review, neither the Statutory Auditors nor the secretarial auditors have reported to the Board or Audit Committee under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) CONSERVATION OF ENERGY:

The Company continues its policy of encouraging energy conservation measures. The regular review of energy consumption and the systems installed to control utilization of energy is undertaken.

B) RESEARCH &DEVELOPMENT ACTIVITIES & TECHNOLOGY ABSORPTION:

The Company is developing in-house software.

C) Foreign exchange earnings and Outgo

Details of Foreign exchange earnings and outgo for the financial year is Nil.

RELATED PARTY TRANSACTIONS/CONTRACTS:

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions. The policy on related party transactions is uploaded on the Company's website.

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis which is reviewed and updated on quarterly basis.

Pursuant to the Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, there were no contract where in the related parties are interested.

In accordance with the provisions of the Companies Act, 2013, the details of related party transactions are available in the Notes to the Standalone financial statements section of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

HUMAN RESOURCES MANAGEMENT:

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the company. The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company and others entitled thereto. The said information is

available for inspection at the registered office of the Company during business hours from 11 a.m. to 2 p.m. on working days of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

EXTRACT OF ANNUAL RETURNS:

Pursuant to the Section 134(3) (a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 is Annexure-III.

CORPORATE GOVERNANCE:

A Report on Corporate Governance along with a Certificate from M/s. Saroj Panda & Co, regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report and Annexure-IV to this Board's Report.

DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The Company has not received any complaint under this policy during the 2020-2021.

BANK AND FINANCIAL INSTITUTIONS:

Directors are thankful to their bankers for their continued support to the company.

CORPORATE SOCIAL RESPONSIBILITY:

As per the Companies Act, 2013 all companies having net worth of 500 crore or more or turnover of Rs. 1000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a appropriate corporate social responsibility (CSR) Committee of the Board of Directors comprising there or more directors, at least one of whom an independent director and such company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial year.

The Company presently does not with any of the criteria stated herein above.

ACKNOWLEDGMENTS:

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

On behalf of the Board of Directors of
ARIS INTERNATIONAL LIMITED

Sd/-	**Sd/-**
Ms. Jayanti Pradhan	**Ramesh Mishra**
Managing Director	**Director**
(DIN: 08529039)	**(DIN:00206671)**

Dated: August 27,2021
Place: Mumbai

Registered Office
129-B, AnsaIndustrialEstate
Saki Vihar Road, SakiNaka
Andheri (E), Mumbai - 400072,
Mumbai.

ANNEXURE-I

MANAGEMENT DISCUSION AND ANAYLSIS REPORT INDUSTRY STRUCTURE AND DEVELOPMENT:

Aris International Limited ("Company") established in 21/08/1995.

The Company is engaged in
(1) Software Development
(2) Real-estate &
(3) Manufacturing and marketing of auto parts and equipments.

The auto industry of India has not performed well during the year under review. The company started the development of real-estate and advanced for land development in the state of Maharashtra. The slowdown in the real-estate sector and in absence of actual borrower, the company decided to wait and watch. The Software development on a contract basis started during the year under review.

OPPORTUNITIES AND RISKS:

COVID-19 was something which came in unexpected and has a significant not only on the Company, but many organizations across the country.

Today's equipments manufacturers are faced with a spectrum of challenges as they strive for consistent quality products while reducing input costs. The fluctuating customer demands, high energy costs, strict environmental limits are few of the threats faced by the Industry. The Company also strives to improve its efficiency levels in all areas of its operations by reducing the costs thereby increasing the profits. The economic slowdown forced the company to not to venture into auto industries.

The Company can see a better future in real-estate sector and want to go for development. Presently the sector is for reason of recession and interest rate not generating much interest amongst actual user. The company in the long run will venture in the said segment.

The company even though there was lot of recession in the software industry got few contracts for development and will continue the said businesses accordingly.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

The Company during the year mainly engaged in contact work of software development. Also the company invested in real-estate development. Due to adverse market condition the company is presently exploring new opportunities.

OUTLOOK:

1. The world's top car makers turn to India for the nuts and bolts of their vehicles. Due to slowdown in the auto segment, it would be difficult to go for retail segment. Manufacturing the parts also not cost effective.

2. In Use and Europe the software segment started showing improvement. The Company can go for procuring businesses abroad. The chances of getting business in this segment just started in a revised trend.

3. The real-estate sector presently witnessing downturn and hopefully after the general election and correction in interest rate will give a boost which actually has a bright future in the long run.

a. I certify that I have reviewed the financial statements and the cash flow statement for the year 2019- 2020 and that to the best of our knowledge and belief:

o These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
o These statements together present a true and fair view of the companies affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2019-2020 which are fraudulent, illegal or volatize of the companies code of conduct;

4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.

5. We have indicated to the Auditors and the Audit Committee -

a. There have been no significant changes in internal control over the financial reporting during the year 2020-2021.

b. There have been no significant changes in accounting policies during the year 2020-2021; and

c. There have been no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting

For ARIS International Limited
Sd/-
Jayanti Pradhan
Managing Director (DIN: 08529039)

Date: 27/08/ 2021
Place:Mumbai

ANNEXURE-III
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2021
L29130MH1995PLC249667

I. Registration & other details

i)	CIN L29130MH1995PLC249667	
ii)	Registration Date	8/21/1995
iii)	Name of the Company	ARIS INTERNATIONAL LIMITED Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.
iv)	Category/Sub-category of the Company	Public Company
v)	Address of the Registered office & contact details	129-B,Ansa industrial estate, saki vihar road, saki naka,andheri (east),mumbai400072
Vi)	Whether listed company	YES
Vii)	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s Maheshwari Data matics Pvt Ltd., 6,mangoe lane 2nd floor,kolkata-700001.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	computer programming, consultancy and related activities	6201	100%

III. PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sr No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associates	% of Share	Applicable Section

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2020]				No of Shares held at the end of the year [As on 31/Mar/2021]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF									
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks/Fi									
f) Any other									
Sub-total (A)(1)	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0.0000**
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
Sub-total (A)(2)	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0.0000**
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	**0**	**0**	**0**	**0.0000**	**0**	**0**	**0**	**0.0000**	**0.0000**
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2020]				No of Shares held at the end of the year [As on 31/Mar/2021]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Qualified Foreign Investor									
Sub-total(B)(1):-	0	0	0	0.0000	0	0	0	0.0000	0.0000
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	100	59220	59320	12.8395	100	59220	59320	12.8395	0.0000
b) Overseas									
ii) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	22220	93900	116120	25.1337	22220	93900	116120	25.1337	0.0000
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	198860	87710	286570	62.0268	198860	87710	286570	62.0268	0.0000
c) Others (Specify)									
Non Resident Indians									
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI									
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Investor Education and Protection Fund Authority									
Sub-total(B)(2):-	221180	240830	462010	100.0000	221180	240830	462010	100.0000	0.0000
Total Public Shareholding									
(B)=(B)(1)+ (B)(2)	**221180**	**240830**	**462010**	**100.0000**	**221180**	**240830**	**462010**	**100.0000**	**0.0000**
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	**221180**	**240830**	**462010**	**100.0000**	**221180**	**240830**	**462010**	**100.0000**	**0.0000**

ii) Shareholding of Promoters-

Sl No.	NAME	Shareholding at the beginning [01/Apr/20]		Cumulative Shareholding during the year [01/Apr/20 to 31/Mar/21]		PAN
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1	TOTAL	0	0.000	0	0.000	

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl No.	NAME	Shareholding at the beginning [01/Apr/20]		Cumulative Shareholding during the year [01/Apr/20 to 31/Mar/21]		PAN
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	

iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl No.	NAME	Shareholding at the beginning [01/Apr/20]		Cumulative Shareholding during the year [01/Apr/20 to 31/Mar/21]		PAN
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1	KAKRANIA TRADING PVT LTD					AABCK1516H
	4/1/2020	28040	6.0691			
	3/31/2021	28040	6.0691	28040	6.0691	
2	K R OVERSEAS PVT LTD					AACCK0101B
	4/1/2020	31180	6.7488			
	3/31/2021	31180	6.7488	31180	6.7488	
3	SUBHA KANT PADHI					AAQPP8299Q
	4/1/2020	20440	4.4241			
	3/31/2021	20440	4.4241	20440	4.4241	
4	AKASH NAYAK					ABYPN7230J
	4/1/2020	17000	3.6796			
	3/31/2021	17000	3.6796	17000	3.6796	
5	UJJAWAL BHORKAR					ACFPB4657F
	4/1/2020	12890	2.7900			
	3/31/2021	12890	2.7900	12890	2.7900	
6	DAVID . CASTELINO					AESPD4872K
	4/1/2020	80040	17.3243			
	3/31/2021	80040	17.3243	80040	17.3243	
7	SABANA PADHI					AHHPP9662K
	4/1/2020	15430	3.3398			
	3/31/2021	15430	3.3398	15430	3.3398	
8	MANAS RANJAN PALO					AHYPP4435B
	4/1/2020	22450	4.8592			
	3/31/2021	22450	4.8592	22450	4.8592	
9	SACHIN SHANKAR SHIVGAN					BMEPS7546E
	4/1/2020	28850	6.2445			
	3/31/2021	28850	6.2445	28850	6.2445	

* Not in the list of Top 10 shareholders as on 01/04/2020 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2021.

\# Ceased to be in the list of Top 10 shareholders as on 31/03/2021. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2020.

v) Shareholding of Directors and Key Managerial Personnel

Sl No.	NAME	Shareholding at the beginning [01/Apr/20]		Cumulative Shareholding during the year [01/Apr/20 to 31/Mar/21]		PAN
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	
1	JAYANTI PRADHAN					BOHPP1318G
	4/1/2020	9520	2.06			
	3/31/2021	9520	2.06	9520	2.06	
2	RAMESH CHANDRA MISHRA					ACPPM8652F
	4/1/2020	64370	13.9326			
	3/31/2021	64370	13.9326	64370	13.9326	

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loansexcluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount		29.07		29.07
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		-		-
Total (i+ii+iii)		**29.07**	**-**	**29.07**
Change in Indebtedness during the financial year				
Additions		32.28		32.28
Reduction		(31.76)		(31.76)
Net Change		0.51		0.51
Indebtedness at the end of the financial year				
I) Principal Amount		29.58		29.58
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)		**29.58**		**29.58**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration	Jayanti Pradhan	Amount Total
1	Gross salary	480000	480000
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.		
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	480,000	480,000
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		
2	Stock option		NIL
3	Sweat Equity		NIL
4	Commission as % of profit others (specify)		NIL
5	Others, please specify Total (A) Ceiling as per the Act	480000	NIL 480000

VII. PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment /Compounding fees imposed	Authority (RD/NCLT /Court)	Appeal made if any (give details)
A. COMPANY- NIL					
Penalty					
Punishment					
Compounding					
B. DIRECTORS - NIL					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT - NIL					
Penalty					
Punishment					
Compounding					

ANNEXURE-II

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Aris International Limited
Address:
129-B, Ansa Industrial Estate,
Saki Vihar Road, sakinaka
Mumbai MH-400072

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Aris International Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021 (hereinafter called the 'Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder and certain provisions of Companies Act, 1956 and rules made thereunder;

2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (Not applicable to the Company during the Audit Period).

   The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, subject to amendment Act, 2018;

8. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

9. The Securities and Exchange Board of India(Employee Stock Option Scheme and Employee Stock Purchase Scheme)Guidelines,1999 (Not Applicable to the Company during the Audit Period);

Other laws applicable specifically to the Company namely:

10. Information Technology Act, 2000 and the rules made thereunder;

11. The Payment of Gratuity Act, 1972.

We have also examined compliance with the applicable clauses of the followings:

12. Secretarial Standard issued by The Institute of Company Secretaries of India.

13. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.The Listing Agreements/Regulations entered into by the Company with Bombay Stock Exchange Limited.

We further report that, there were no actions / events in pursuance of:

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not Applicable to the Company during the Audit Period);

2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.(Not Applicable to the Company during the Audit Period); and

3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998, (Not Applicable to the Company during the Audit Period).

We report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations ,guidelines and Standards, etc. as mentioned above.

We further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance

reports by respective department heads taken on record by the Board of Directors of the Company, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like Labour Laws.

We further report that, the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that, Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

We further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Saroj Panda & Co.,
Sd/-
Saroj Panda
Company secretary In Practice
Membership No-5071 C.O.P. No-3699

Place: Bhubaneswar
Date: 27/08/2021

UDIN NO - F005071C000845011

ANNEXURE TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
Aris International Limited
Address:
129-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka
Mumbai MH-400072

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Saroj Panda & Co.,
Sd/-
Saroj Panda
Company secretary In Practice
Membership No-5071 C.O.P. No-3699

Place: Bhubaneswar
Date: 27/08/2021

UDIN NO - F005071C000845011

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(i) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

To,
The Members,
Aris International Limited
Address:
129-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka
Mumbai MH-400072

We certify that pursuant to disclosure made by all Directors of M/s. Aris International Limited as required under section 164(2) and Rule 14(1) of Companies (Appointment and Qualification of Directors) Rule, 2014 and Schedule V of SEBI (LODR) (Amendment) Regulations, 2018 and verification of data available on MCA portal, none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

For Saroj Panda & Co.,
Sd/-
Saroj Panda
Company secretary In Practice
Membership No-5071 C.O.P. No-3699

Place: Bhubaneswar
Date: 01/06/2021

Annexure-IV
CORPORATE GOVERNANCE REPORT

The compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21,22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of SEBI (LODR) Regulations , 2015 IS NOT APPLICABLE to the Company.

COMPANY'S PHILOSOPHY OF CORPORATE GOVERNANCE:

Aris International Limited management constantly strives towards improving, systems and process that promote the values of transparency, professionalism, accountability and compliance. The Company remains firmly committed to this central theme and endeavors to improve these values on an ongoing basis. We have an obligation towards our stakeholders including shareholders, employees, customers, suppliers and communities to be honest, fair and forthright in our business activities.

Good corporate governance is the basis for decision-making and control processes and comprises responsible, value- based management and monitoring focused on long-term success, goal-orientation and respect for the interests of our stakeholders.

BOARD OF DIRECTORS:

At present the Board of the Company is adequately equipped and well represented by Woman Director and Independent Directors of high repute. The Chairman of the Board and Audit Committee is headed by Independent Director(s). As per the Listing Obligation, it is mandatory for the company with a non-executive director as a chairperson to have at least one-third of the independent directors. The following composition of board of directors of the company as follows:

COMPOSITION OF BOARD DURING THE YEAR:

SR.NO.	NAME OF DIRECTOR	CATEGORY
1	Ms. Jayanti Pradhan	Managing Director
2	Mr . Ramesh Mishra	Non -Executive Director
3	Mr. Avinash Tiwari	Non-Executive ,Independent Director
4	Mrs. Sanghamitra Sarangi	Non-Executive ,Independent Director
5	Mr. Nitin Oza	Non-Executive Director
6	Mrs. Sushama Anuj Yadav	Chief Financial Officer
7	Mrs. Sushama Anuj Yadav	Company Secretary and Compliance Officer

MEETINGS AND ATTENDANCE DURING THE YEAR 2020-2021:

Annual General Meeting was held on 19th September, 2020.

Board Meetings were conducted 5(Five) times during the year as follows:

Sr. No	Date	Board Strength	No. Of. Directors Present
1	18/05/2020	5	5
2	03/07/2020	5	5
3	14/08/2020	5	5
4	12/11/2020	5	5
5	10/02/2021	5	5

The record of Attendance at Board Meetings and Membership of Board of Directors:

Sr. No	Name of Directors	No. of Board Meetings attended during theYear	Attendance at the AGM	No. of Membership of Committees	No. Of Chairmanships of Committees
1	Mr. Ramesh Mishra	5	P	3	NIL
2	Mr. Avinash Tiwari	5	P	1	2
3	Mrs. Sanghamitra** Sarangi	5	P	2	1
4	Mr. Nitin Oza*	5	P	3	0
5	Ms. Jyanti Pradhan	5	P	3	NIL

*Appointed w.e.f. 18/05/2020.
** Appointed w.e.f. 18/05/2020.

NOTES:

1. The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution to the Board and Company. Each and every related party transaction is very well scrutinized and checks were made so that the Company is a beneficiary.

2. The Independent Directors held a meeting on 10th February, 2021, without the attendance of Non-Independent Directors and members of Management. All Independent Directors were present at the meeting and they have reviewed the performance of non-independent directors and the Board, performance of the Chairman and information flow structure of the Company.

3. During the period the Company received notices/declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.

4. Mrs. Sanghamitra Sarangi is an independent woman director to the Board.

5. The Chairman also set up a Whistleblower mechanism in line with the policy of the company and as per SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 177 of Companies Act, 2013.

AUDIT COMMITTEE:

Brief description and terms of reference:

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is duly constituted in accordance with Regulation 18 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 177 of the Companies Act, 2013.

Composition of Audit Committee:

Sr.No.	Name of Members	Category	Designation
1	Mr. Avinash Tiwari	Non-executive , Independent Director	Member
2	Mr. Nitin Oza*	Non-executive Director	Chairman
3	Mrs. Sanghamitra Sarangi**	Non-executive , Independent Director	Member
4	Mr . Ramesh Mishra	Non-executive Director	Member
5	Mrs. Jayanti Pradhan	Managing Director	Member

*Appointed w.e.f. 18/05/2020.
** Appointed w.e.f. 18/05/2020.

Company has conducted 4(Four) Audit Committee Meeting during the year.

April - June	July - September	October - December	January - March
03/07/2020*	14/08/2020	12/11/2020	10/02/2021

*There was an extension for having Board meeting for adopting Year ended result for 31/03/2020 up to 30/07/2021.

Meetings and Attendance of the Audit Committee during the year:

Sr.No	Name of Member	No.of Meeting Held During the Year	No. of Meeting Attended
1	Mr. Nitin Oza*	4	4
2	Mr. Avinash Tiwari	4	4
3	Mrs. Sanghamitra Sarangi**	4	2
4	Mr . Ramesh Mishra	4	3
5	Mrs. Jayanti Pradhan	4	1

*Appointed w.e.f. 18/05/2020.
** Appointed w.e.f. 18/05/2020.

The Audit Committee meetings are also attended by Internal Auditors and Statutory Auditors as invitees.

Powers of the Audit Committee:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

    b. Changes, if any, in accounting policies and practices and reasons for the same;

    c. Major accounting entries involving estimates based on the exercise of judgment by management;

    d. Significant adjustments made in the financial statements arising out of audit findings;

    e. Compliance with listing and other legal requirements relating to financial statements;

    f. Disclosure of any related party transactions; and

    g. Modified opinion(s) in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the Whistle Blower mechanism;

19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

NOMINATION AND REMUNERATION COMMITTEE:

Brief description and terms of reference:

The objective of Nomination and Remuneration Committee is to assess the remuneration payable to our Managing Director/Whole Time Directors; sitting fee payable to our Non-Executive Directors; remuneration policy covering policies on remuneration payable to our senior executives. The

Nomination and Remuneration Committee is duly constituted and the matters specified in accordance with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

Composition of Nomination and Remuneration Committee During the Year:

Sr. No.	Name of Members	Category	Designation
1.	Mr. Nitin Oza*	Non-executive Director	member
2	Mr. Avinash Tiwari	Non-executive , Independent Director	member
3.	Mrs. Sanghamitra Sarangi**	Non-executive , Independent Director	Chairman
4	Mr . Ramesh Mishra	Non-executive Director	member

*Appointed w.e.f. 18/05/2020.

** Appointed w.e.f. 18/05/2020.

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

- o determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- o determining /recommending the criteria for qualifications, positive attributes and independence of Directors;
- o identifying candidates who are qualified to become Directors and who may be appointed in Senior Management and recommending to the Board their appointment and removal;
- o reviewing and determining all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- o reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- o determining policy on service contracts, notice period ,severance fees for Directors and Senior Management;
- o evaluating performance of each Director and performance of the Board as a whole;

REMUNERATION OF DIRECTORS:

The remuneration policy is in consonance with the existing industry practice and also with the provisions of the Companies Act, 2013. The Board of Directors has adopted a Remuneration Policy for Directors, Key Managerial Personnel and other employees. The Company's remuneration policy is driven by the success and performance of the individual employee and the performance of the Company.

(a) Remuneration of Executive Directors:

The details of remuneration paid to the Executive Directors during the year 2020-21 are given below:

(Amt in Rs.)

Sr. No.	Name of Directors	Salary	Benefits and Perquisite	Contribution to PF, Superannuation, Gratuity & Leave Encashment	Total
1	Jayanti Pradhan	30,000 (P.M)	1,20,000 (P.A)	-	4,80,000

Notes:

(i) The Company does not have a Scheme for grant of Stock Options to the Directors or Employees.

(ii) The appointment of Managing Director and Whole time Director are by way of Board/Special Resolution and covering terms and conditions of the services. There is no separate provision for severance fees.

(b) Remuneration of Non-Executive Directors:

The details of remuneration paid to Non-Executive Directors for the year 2020-2021 are given below:

Sr. No.	Name of the Directors	Sitting fees	Number of Share Held
1	Mr. Nitin Oza*	5000	9410
2	Mr. Avinash Tiwari	5000	NIL
3	Mrs. Sanghamitra Sarangi**	5000	NIL

*Appointed w.e.f. 18/05/2020.
** Appointed w.e.f. 18/05/2020.

(i) The remuneration to Non-Executive Directors comprises only of sitting fees.

(ii) The criteria for payments of remuneration are time spent by the Non-Executive Directors at the meeting of the Board and Committees.

Composition of Shares Transfer Committee During the Year:

Sr. No.	Name of Members	Category	Designation
1	Mr. Ramesh Mishra	Non-executive Director	Chairman
2	Ms Jayanti Pradhan	Managing Director	Member
3	Mr. Avinash Tiwari	independent Director	Member

Name of Company Secretary & Compliance Officer - Sushama Anuj Yadav

STAKEHOLDER RELATIONSHIP COMMITTEE:

Brief description and Terms of Reference:
To specifically look into redressal of complaints like transfer of shares, non- receipt of dividend, non-receipt of annual report etc. received from shareholders/ investors and improve efficiency. The Committee performs such other functions as may be necessary or appropriate for the performance of its duties. The Stakeholder Relationship Committee is duly constituted and the matters specified in accordance with Clause 49 of the Listing Agreement read with SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and of Section 178 of the Companies Act, 2013.

Composition of Stakeholder Relationship Committee:

Sr.No.	Name of Members	Category	Designation
1.	Mr. Avinash Tiwari	Non-executive , Independent Director	Chairman
2.	Mr . Ramesh Mishra	Non-executive Director	Member
3.	Mrs. Jayanti Pradhan	Managing Director	Member
4	Mr. Nitin Oza*	Non-executive Director	Member
5	Mrs. Sanghamitra Sarangi**	Non-executive , Independent Director	Member

*Appointed w.e.f. 18/05/2020.
** Appointed w.e.f. 18/05/2020.

MANAGEMENT REVIEW AND RESPONSIBILITY:

FORMAL EVALUATION OF OFFICERS:

The Remuneration Committee of the Board approves the compensation and benefits for all executive Board members. Another committee, headed by the MD, reviews, evaluates and decides the annual compensation of our officers from the level of executive upwards.

DISCLOSURES:

1. RELATED PARTY DISCLOSURES:

The Company has not entered into any materially significant related party transactions with its Promoters, Directors, or Management. The Company had formulated and adopted a policy with related party transaction and same is displayed on the Company's website www.arisinternational.in .

The details of such related party transactions are available in the Notes to the Financial Statements section of the Annual Report.

2. COMPLIANCE BY THE COMPANY:

The Company has complied with the requirement of regulatory authorities on matters related to capital market and no penalties/ stricture have been imposed against the Company during the last three years.

3. ACCOUNTING TREATMENT:

The account treatments are in accordance with the applicable accounting standard. The company has not altered or adapted any new standard.

4. CODE OF CONDUCT:

In accordance with Regulation 26 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct for Board of Director and Senior Management. The Code is available on the Company's website www.arisinternational.in.

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31st March, 2021. A declaration to this effect signed by the Managing Director annexed to this Report.

5. CEO AND CFO CERTIFICATION:

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

ANNUAL GENERAL MEETINGS:

Details of Annual General Meetings:

Particulars	F.Y.2020 -2011	F.Y.2019 -20	F.Y.2018 -2019
Date	25-09-2021	19-09-2020	30-09-2019
Time	2.00 PM	2.00 PM	2.30 PM
Deemed Venue	129-B, Ansa Industrial, Saki Naka, Sakivihar, Andheri (East), Mumbai 400072.	129-B, Ansa Industrial, Saki Naka, Sakivihar, Andheri (East), Mumbai 400072.	129-B, Ansa Industrial, Saki Naka, Sakivihar, Andheri (East), Mumbai 400072.
Regd. Office	129-B, Ansa Industrial, Saki Naka, Sakivihar, Andheri (East), Mumbai 400072.	129-B, Ansa Industrial, Saki Naka, Sakivihar, Andheri (East), Mumbai 400072.	129-B, Ansa Industrial, Saki Naka, Sakivihar, Andheri (East), Mumbai 400072.

MEANS OF COMMUNICATION:

Half Yearly Financial Report	The Financial results of the Company are published in leading newspapers and also displayed on the Company's website 'http://arisinternational.in. Therefore, a separate half yearly report is not sent to each shareholder.
Quarterly Financial Results	The quarterly financial results of the Company are published in accordance with the requirement of the Listing Obligation of the Stock Exchanges where the shares of the company are listed.
Newspapers in which results are normally published	1. Financial Express (English) 2. Dainik Mumbai Lakshadeep (Marathi)
Website	http://arisinternational.in
Administrative/Registered Office	129-B, Ansa Industrial,Saki Naka, Sakivihar, Andheri (East), Mumbai 400072.
Whether Management Discussions and Analysis report is a part of Annual Report or not	Yes

GENERAL SHAREHOLDERS INFORMATION:

1. **26th Annual General Meeting:**
   Date : 25th September, 2021
   Time : 02.00 P.M.
   Venue: 129-B, Ansa Industrial Estate, Saki Naka, Sakivihar,Andheri (East), mumbai 400072

2. **Date of Book Closure:** Sunday, September 19, 2021 to Saturday, September 25, 2021 (both days inclusive)

3. **Tentative Calendar for financial year 2020 - 2021:**

   The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2022 are as follows:

Financial Reporting for the Quarter Ended 30th June 2021	By Mid of August 2021
Financial Reporting for the Quarter and Half	
yearly Ended 30th September 2021	By Mid of November 2021
Financial Reporting for the Quarter Ended 31st December 2021	By mid of February 2022
Financial Reporting for the Quarter Ended 31st March 2022	By mid of May, 2022

4. Registered Office:
129-B, Ansa Industrial,Saki Naka, Sakivihar,Andheri (East), Mumbai 400072.

Listing of Shares on Stock Exchanges:

The Company shares are listed on BSE Limited (BSE) .The requisite listing fees have been paid in full to all the Stock Exchanges.

1. A) Stock Codes BSE :531677
ISIN :INE588E01026

B) Corporate Identity Number: L29130MH1995PLC249667
Registrar and Transfer Agent:
SHARE TRANSFER SYSTEM

M/s. Maheshwari Datamatics Pvt. Ltd., continues to be the Registrar and Transfer Agent of the Company. All the work related to share Registry in terms of both Physical and Electronic segment has been allotted to M/s. Maheshwari Datamatics Pvt. Ltd.,, in view of the directive issued by SEBI in this regard i.e. for handling both Physical as well as Electronic transfer at a single point.

Shareholders are therefore requested to send shares for Physical transfer to Maheshwari Datamatics Pvt. Ltd., instead of sending to the Company. As the Company's shares are compulsorily to be traded in the dematerialized form. Members holding shares in Physical Form are requested to send the share certificate to their Depository Participants to enable Registrar and Transfer Agent to take steps for dematerialization at the following:

The address of Registrar and Transfer agents is:

Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata- 700 001.
Telephone No.:- 2243 5029/5809

2. Demat and Physical Shares held as on 31st March, 2021:

As on 31st March, 2021: 221,180 shares, representing 47.87% of the total issued capital, were held in dematerialized form and 240830 shares representing 52.13% of the total issued capital is held in physical form.

3. Outstanding ADRs / GDRs:

The company has not issued any ADRs / GDRs

4. Address for Correspondence
ARIS INTERNATIONAL LIMITED
29-B, Ansa Industrial Estate, Saki Naka, Sakivihar,
Andheri (East), mumbai 400072

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To,
The Members of
Aris International Limited
Address:129-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka
Mumbai MH-400072

We have examined the compliance of conditions of corporate governance by Aris International Limited ('the Company') for the year ended March 31, 2021 as stipulated in Clause 49 of the Listing Agreement and in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bhubaneswar
Date: 01/06/ 2021

For Saroj panda&co.
Sd/-
Saroj Panda
Company secretaries In Practice
C.P.No.3699
Membership No.5071
UDIN NO- F005071C000041965

DECLARATION UNDER REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,
The Members of
Aris International Ltd
Address:
129-B, Ansa Industrial Estate,
Saki Vihar Road, Sakinaka
Mumbai MH-400072

As provided under Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with Code of Conduct for the year ended March 31, 2021.

Place: Mumbai
Date: June 1, 2021

By order of the Board
Sd/-
Jyanti Pradhan
Managing Director
DIN: 08529039

MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER CERTIFICATION

To
The Board of Directors
Aris International Limited
Address: 129-B, Ansa Industrial Estate, Saki Vihar Road, Sakinaka
Mumbai MH-400072

We, Ms. Jyanti Pradhan, Managing Director and Mrs. Sushama Anuj Yadav , Chief Financial Officer, do hereby certify as follows:

A. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:

   1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the Auditors and the Audit Committee:

   1. Significant changes in internal control over financial reporting during the year;

   2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Aris International Limited
Sd/-
Jyanti Pradhan
(Managing Director)
(DIN: 08529039)

For Aris International Limited
Sd/-
Sushama Anuj Yadav
(Chief Financial Officer)

Place: Mumbai
Date: 01/06/2021

INDEPENDENT AUDITOR'S REPORT

To
The Members of
M/s Aris International Limited

Report on the Financial Statements

OPINION

We have audited the accompanying Ind AS financial statements of M/s Aris International Limited ("hereinafter referred to as the Company") comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditors Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit Opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of utmost significance in our audit of the financial statements for the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a Separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report,

Sr. No	Key Audit Matters	Auditor's Response
1	Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115	We assessed the Company's process to identify the impact of the existing revenue accounting policy. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows: (i) Verification of invoices raised for various professional services rendered during the year and extent of such services provided in order to establish recognition criteria

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements,

management is responsible for assessing the Company's ability to continue as a going concern, disclosing, 4s applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We have considered quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work: and (ii) to evaluate the effect of any identified misstatements in the financial statements.
We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss including the statement of consolidated Other Comprehensive income, the Cash Flow Statement and statement of changes in Equity dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended.

e. On the basis of written representations received from the directors of the Company as on March 31, 2020 taken on record by the Board of Directors of the company none of the directors of the company, is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" to this report.

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There has no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Pams & Associates
Chartered Accountants
Firm Registration number: 316079E

Sd/-
CA Manoranjan Mishra
Partner
Membership Number: 063698
UDIN NO. - 21063698AAAAFW2185

Place: Bhubaneswar
Date: 01/06/2021

Annexure A

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Aris International Limited ("the Company") as of March 31, 2021 in conjunction with our audit of the lone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India, These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence ta company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For Pams & Associates
Chartered Accountants
Firm Registration number: 316079E
Sd/-
CA Manoranjan Mishra
Partner
Membership Number: 063698
UDIN NO. - 21063698AAAAFW2185

Place: Bhubaneswar
Date: 01/06/2021

Annexure B

(Referred to in paragraph 2 of Report on Other Legal and Regulatory Requirements of our report of even date).

We report that

(i) As explained to us, the Company does not have any fixed assets and hence this clause of the Order is not applicable to the Company.

(ii) As explained to us, the Company does not have any inventories and hence this clause of the Order is not applicable to the Company.

(iii) According to information and explanations given to us, the Company has not granted any loan, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. So, the clause (iii)(a), (b), (c) of the Order is not applicable.

(iv) As per information and explanations given to us, there are no loans, investments, guarantees and securities to which provisions of Section 185 or 186 of the Act are applicable and hence commenting on compliance of above provisions doesn't arise.

(v) As explained to us the company has not accepted any deposit from the public, consequently the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under, are not applicable and hence not commented upon.

(vi) As explained to us the Central Government has not specified maintenance of cost records under subsection (1) of Section 148 of the Act..

(vii) According records of to the information and explanations given to us and on the basis of our examination of the records of the company, no Statutory dues were in arrears as at 31st March 2021 for a period of more than six months.

(viii) According to the information and explanations given to us, the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders.

(ix) As per information and explanations given to us, the company has not raised any money by way of initial public offer, further public offer (including debt instruments) and term loans during the year.

(x) During the course of our examination of books of account carried out in accordance with the generally accepted auditing practices in India and in our opinion and as per information and explanations given to us no fraud by the company or on the company by its officers or employees has been noticed or reported during the year;

(xi) As per examination of books of accounts and as per information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approval mandated by the provisions of Section 197 read with Schedule-V to the Act.

(xii) As the company is not a Nidhi company, reporting under clause (xii) of the Order is not applicable;

(xiii) Based on our examination of books of accounts and as per information and explanations given to us, all transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards;

(xiv) As per information and explanations given to us, the company not has made preferential allotment of shares which is duly disclosed in the financial statement of the company and has not issue any fully or partly convertible debentures during the year under review.

(xv) The company does not have any non cash transactions with directors or persons connected with directors.

(xvi) As per information and explanations given to us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Pams & Associates
Chartered Accountants
Firm Registration number: 316079E

Sd/-
CA Manoranjan Mishra
Partner
Membership Number: 063698
UDIN NO. - 21063698AAAAFW2185

Place: Bhubaneswar
Date: 01/06/2021

Notes forming part of financial statement

Note - 1
Significant accounting policies

a. Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

b. Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the Management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

c. Revenue recognition

Incomes/Expenses/Revenues are accounted for on accrual basis. Revenue is recognised to the extent that it is probable that the economic benefit will flow to the company and the revenue can be reliably measured. The Company is following IND-AS 115 for recognition of revenue.

d. Cash flow

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

e. Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and

impairment, if any. Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use, as intended by the management. Depreciation has been provided on written down value method in accordance with section 198 of the Companies Act, 2013 at the rates specified in schedule II to the Companies Act, 2013, on pro-rata basis with reference to the period of use of such assets.

f. Inventories

Since the Company is dealing in providing professional services, there is no inventories policy at present.

g. Amortisation of intangible assets

Intangible Assets as defined in Accounting Standard 26- "Intangible Assets" are valued at cost and amortised as per its useful life and value in use.

h. Impairment of assets

The carrying amounts of Cash Generating Units/Assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount is estimated at the higher of net realisable value and value in use. Impairment loss is recognised wherever carrying amount exceeds the recoverable amount.

I. Earnings per share

Earnings per Share has been computed in accordance with IND AS 33 - "Earning Per Share" by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The earnings considered for ascertaining the company's Earnings per Share is the net profit after tax.

j. Income tax

Tax expense comprises of current tax and deferred tax. Provision for current tax is made for the tax liability payable on taxable income after considering the allowances, deductions and exemptions and disallowances if any determined in accordance with the prevailing tax laws.

Deferred income tax reflects the current period timing difference between taxable income and accounting income for the period and reversal of timing difference of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is a virtual certainty that sufficient future taxable income will be available to realise the same.

Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

k. Provisions, contingent liabilities and contingent assets

The Company creates a provision when there is a present obligation as a result of an obligating event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the outflow. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimate.

Contingent liabilities are disclosed unless the possibility of outflow of resources is remote.

Contingent assets are neither recognized nor disclosed in the financial statements.

l. New Accounting standards adopted by the Company:

1. Appendix C to Ind AS 12 - Uncertainty over income tax treatments

Appendix C to Ind AS 12 clarifies the accounting for uncertainties in income taxes. The interpretation is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. The adoption of Appendix C to Ind AS 12 does not have any material impact on the standalone financial statements of the Company.

2. Amendment to Ind AS 12 - Income Taxes

The Ministry of Corporate Affairs issued amendments to Ind AS 12 - Income Taxes. The amendments clarify that an entity shall recognize the income tax consequences of dividends on financial instruments classified as equity, where the entity originally recognized those past transactions or events that generated distributable profits and are recognized by the entity. The adoption of amendment to Ind AS 12 does not have any material impact on the standalone financial statements of the Company.

3. Amendment to Ind AS 19 - Plan Amendment, Curtailment or Settlement

The Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements requiring an entity to determine the current service costs and the net interest for the period after the re-measurement using the assumptions used for the re-measurement; and determine the net interest for the remaining period based on the remeasured net defined benefit liability or asset. The adoption of amendment to Ind AS 19 does not have any material impact on the standalone financial statements of the Company.

4. Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 Leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company has evaluated for adopting Ind AS 116 from effective annual reporting period beginning April 1, 2019 and found that the adoption of amendment to Ind AS 116 did not have any material impact on the standalone financial statements of the Company.

BALANCE SHEET AS AT 31 MARCH 2021

(Amount in Rs.)

	Note	31st March 2021	31st March 2020
ASSETS			
Assets			
Non-current assets			
Non-current investment	2	388,480	611,200
Income tax paid (net)	3	299,267	235,889
Current assets			
Financial assets			
Trade Receivables	4	315,000	-
Short term loans and advances	5	560,000	110,000
Cash and cash equivalents	6	185,800	483,290
Total		**1,748,547**	**1,440,379**
Equity and liabilities			
Shareholder's funds			
Equity share capital	7	4,620,100	4,620,100
Other equit	8	(5,988,798)	(6,348,876)
Non current liabilities			
Financial liabilities			
Long term borrowings	9	2,958,245	2,906,995
Current liabilities			
Financial liabilities			
Trade payables	10	-	112,080
Other current liabilities	11	159,000	150,080
Total		**1,748,547**	**1,440,379**

Notes on significant accounting policies and
Additional information to the financial statements 1-18

As per our report of even date

For Pams & Associates
Chartered Accountants
ICAI's firm Registration Number: 316079E

Sd/-
Manorajan Mishra
Partner
Membership number: 063698
UDIN NO. - 21063698AAAAFW2185

Place : Bhubaneswar
Date :01/06/2021

For and behalf of the board
Aris International Limited
(CIN : L29130MH1995PLC249667)

Sd/-
Ramesh Mishra
Director
(DIN: 00206671)

Sd/-
Jayanti Pradhan
Director
(DIN: 08529039)

Statement of profit and loss for the year ended 31st March, 2021

(Amount in Rs.)

	Note	31st March 2021	31st March 2020
Income			
Income from operations	12	728,388	1,869,450
Other income	13	2,698,240	551,404
Total revenue		**3,426,628**	**2,420,854**
Expenditure			
Employee benefit expenses	14	1,270,395	1,124,500
Other expenses	15	1,726,155	1,048,889
Total expenditure		**2,996,550**	**2,173,389**
Profit/(Loss) before tax	**(I - II)**	430,078	247,465
Tax expense			
Current tax		70,000	39,000
Deferred tax		-	-
Current tax expense relating to prior years		-	17,260
		70,000	**56,260**
Profit/(Loss) for the year from continuing operations		**360,078**	**191,205**
Other comprehensive income			
A) (i) Items that will not be reclassified to profit and loss		-	-
(ii) Income tax relating to Items that will not be reclassified to profit and loss		-	-
B) (i) Items that will be reclassified to profit and loss		-	-
(ii) Income tax relating to Items that will be reclassified to profit and loss		-	-
Other comprehensive income for the year, net of tax		**-**	**-**
Total comprehensive income/(loss) for the year		**360,078**	**191,205**
Earnings per share			
Basic and Diluted			
Computed on the basis of total profit from continuing operations	17.3		
Notes on significant accounting policies and Additional information to the financial statements	1-18		

As per our report of even date
For Pams & Associates
Chartered Accountants
ICAI's firm Registration Number: 316079E

Sd/-
Manorajan Mishra
Partner
Membership number: 063698
UDIN NO. - 21063698AAAAFW2185

Place : Bhubaneswar
Date :01/06/2021

For and behalf of the board
Aris International Limited
(CIN : L29130MH1995PLC249667)

Sd/-
Ramesh Mishra
Director
(DIN: 00206671)

Sd/-
Jayanti Pradhan
Director
(DIN: 08529039)

Cash flow statement for the ended 31st March, 2021

(Amount in Rs.)

	Note	31st March 2021	31st March 2020
Cash flows from operating activities			
Net profit before tax		360,078	191,205
Adjustments for			
Non Cash Item/Items required to be disclosed separately			
Provision for Current Tax		70,000	39,000
Current tax expense relating to prior years		-	17,260
Fair valuation		222,720	(208,000)
Operating profit before working capital changes		652,798	39,465
Changes in working capital:			
Short-term loans and advances		(450,000)	70,000
Income tax paid		(133,378)	(68,389)
Adjustments for increase / (decrease) in operating liabilities:			
Trade payables		(112,080)	(157,650)
Trade receivables		(315,000)	
Other current liabilities		8,920	101,080
Profit generated from operations		(348,740)	(15,494)
Tax paid (net of refunds)		-	(17,260)
Net Cash generated from operating activities	(I)	**(348,740)**	**(32,754)**
Cash flows from investing activities			
Net cash generated from investing activities			
Repayment/(Receipt) of Advances		-	-
Increase/(Decrease) in non-current investment		(222,720)	208,000
"Less: Adjustment for Net (profit)/loss arising on financial assets designated at FVTPL"		222,720	(208,000)
	(ii)	-	-
Cash flows from financing activities			
Receipt/(Repayment) of long term borrowings		51,250	(405,400)
Net cash generated from financial activities	(iii)	**51,250**	**(405,400)**
Net change in cash and cash equivalents	(i+ii+iii)	(297,490)	(438,154)
Cash and cash equivalents at the beginning of the year		483,290	921,444
Cash and cash equivalents at the end of the year		**185,800**	**483,290**
Notes forming part of the financial statement	1-18		

As per our report of even date
For Pams & Associates
Chartered Accountants
ICAI's firm Registration Number: 316079E

Sd/-
Manorajan Mishra
Partner
Membership number: 063698
UDIN NO. - 21063698AAAAFW2185

Place : Bhubaneswar
Date :01/06/2021

For and behalf of the board
Aris International Limited
(CIN : L29130MH1995PLC249667)

Sd/-
Ramesh Mishra
Director
(DIN: 00206671)

Sd/-
Jayanti Pradhan
Director
(DIN: 08529039)

Statement of changes in equity for the year ended 31st March 2021

Particulars	Equity share	Reserves and surplus		
	capital	Retained earnings	Capital reserves	Total
Balance as at 1.4.2019	4,620,100	(8,560,831)	2,020,750	(6,540,081)
Profit for the year	-	191,205	-	191,205
Other comprehensive income for the year	-	-	-	-
Balance as at 31.3.2020	4,620,100	(8,369,626)	2,020,750	(6,348,876)
Profit for the year	-	360,078	-	360,078
Other comprehensive income for the year	-	-	-	-
Balance as at 31.3.2021	4,620,100	(8,009,548)	2,020,750	(5,988,798)

6 Equity share capital

Particulars	As at 31st March 2021	As at 31st March 2020
Particulars	**As at 31st March 2021**	**As at 31st March 2020**
(a) Authorised		
70,00,000 equity shares of Rs.10/- each with voting rights	70,000,000	70,000,000
	70,000,000	70,000,000
(b) Issued , subscribed and paid up		
4,62,010 (P.Y. 4,62,010) equity shares of Rs.10/- each with voting rights	4,620,100	4,620,100
	4,620,100	4,620,100

Notes:

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period

Issued, subscribed and paid up

Particulars	Opening balance	Fresh issue	Bonus	ESOP	Conversion	Reduction	Forfeiture	Closing balance
Equity shares with voting rights								
Year ended 31 March, 2021								
Number of shares	462,010	-	-	-		-	-	462,010
- Amount (?)	4,620,100	-	-	-	-	-	-	4,620,100
Year ended 31 March, 2020								
- Number of shares	462,010	-	-	-	-	-	-	462,010
- Amount (?)	4,620,100	-	-	-	-	-	-	4,620,100

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares/	As at 31 March 2021		As at 31 March 2020	
Name of shareholder	No. of Shares	% holding	No. of Shares	% holding
Equity shares with voting rights				
David Castelino	80,040	17.32%	80,040	17.32%
Ramesh Chandra Mishra	64,370	13.93%	64,370	13.93%
K R Overseas Pvt Ltd	31,180	6.75%	31,180	6.75%
Sachin Shankar Shivgan	28,850	6.24%	28,850	6.24%
Kakrania Trading Pvt Ltd	28,040	6.07%	28,040	6.07%

Notes forming part of the financial statements	(Rs.) 31st March 2021	(Rs.) 31st March 2020
Note - 2 Non- current investment		
(Quoted)		
Investment in shares of Saboo Brothers Limited (Market Value ? 3,88,480/-, P.Y. ? 6,11,200/-)	388,480	611,200
	388,480	**611,200**
Note - 3 Income tax paid		
TDS on professional fees	299,267	235,889
	299,267	**235,889**
Note - 4 Trade Receivables		
Sundry debtors	315,000	-
	315,000	**-**
Note - 5 Short term loans and advances		
Other loans and advances	560,000	110,000
	560,000	**110,000**
Note - 6 Cash and cash equivalents		
Cash on hand	171,509	48,449
Balance with banks	14,291	434,841
	185,800	**483,290**
Note - 8 Other equity		
Capital Reserve		
Balance as per last financial statement	2,020,750	2,020,750
Less: Utilised during the year		-
		-
Balance as per current financial statement	**2,020,750**	**2,020,750**
Surplus/(Deficit) in statement of profit and loss		
Balance as per last financial statement	(8,369,626)	(8,560,831)
Less: Set off during the year on account of reduction of capital		-
Add: Profit/(loss) for the year	360,078	191,205
Net surplus/(Deficit) in statement of profit and loss	(8,009,548)	(8,369,626)
	(5,988,798)	**(6,348,876)**
Note - 9 Long term borrowings		
Unsecured loans repayable on demand		
From other parties	-	2,698,250
From related parties (Refer Note 16)	2,958,245	208,745
	2,958,245	**2,906,995**

Note - 10 Trade payables		
Sundry creditors for expenses	-	112,080
	-	**112,080**
Note - 11 Other current liabilities		
Statutory remittances	50,000	-
Provision for Current Tax	109,000	39,000
Others	-	111,080
	159,000	**150,080**
Note - 12 Income from operation		
Professional fees	728,388	1,869,450
	728,388	**1,869,450**
Note - 13 Other income		
Interest income	-	8,960
Balances written back	2,698,240	-
Net profit on financial assets designated as FVTPL	-	208,000
Reimbursement of Expenses	-	334,444
	2,698,240	**551,404**
Note - 14 Employee benefit expense		
Salaries and bonus	790,395	584,500
Directors' remuneration (Refer Note 16)	480,000	540,000
	1,270,395	**1,124,500**
Note - 15 Other expenses		
Advertisement expenses	78,949	88,564
Travelling and conveyance	113,021	111,147
Bank charges	720	8,138
Printing and stationery	58,989	60,841
Rent, rates and taxes	240,000	60,000
Auditors' remuneration	29,500	29,500
Stock exchange fees	354,000	354,000
Professional fees	551,800	216,300
Director's Sitting fees	15,000	-
Repairs and maintenance expenses	-	32,500
Filing fees	7,200	14,300
Registrar and custodian fees	32,626	27,474
R & T fees	18,880	43,070
Net loss on financial assets designated as FVTPL	222,720	-
Miscellaneous expenses	2,750	3,050
Sundry balance w/off	-	5
	1,726,155	**1,048,889**
Note:		
Payment to auditor		
As auditor - for statutory audit (including limited review)	25,000	25,000
Goods and Service Tax	4,500	4,500
	29,500	**29,500**

Note 16 Disclosures under Accounting Standards

Related party transactions

Description of relationship	**Names of related parties**
Key Management Personnel (KMP)	Ramesh Mishra Avinash Tiwari Jayanti Pradhan Nitin Arvind Oza (appointed as Director from 18/05/2020) Sanghmitra Sanrangi (appointed as Director from 18/05/2020) Pawan Tibrewal (Managing Director from upto 08/07/2019)
Company in which KMP/Relatives of KMP can exercise significant influence	Ira Aarna Securities Services Pvt Ltd (Company in which Ramesh Mishra is a Director) Redtwigs Consultancy Pvt Ltd (Company in which Ramesh Mishra is a Director)

Note: Related parties have been identified by the Management.

Details of related party transactions during the year ended 31 March, 2021 and balances outstanding as at 31 March, 2021:

Issued, subscribed and paid up

Particulars	KMP		Relatives of KMP		Entities in which KMP / relatives of KMP have significant influence		TOTAL	
	MAR/2021	MAR/2020	MAR/2021	MAR/2020	MAR/2021	MAR/2020	MAR/2021	MAR/2020
Transactions during the year								
Loans taken								
Ramesh Mishra	3,227,500	925,600	-	-	-	-	3,227,500	925,600
Loan taken repaid								
Ramesh Mishra	478,000	781,000	-	-	-	-	478,000	781,000
Directors' remuneration								
Jayanti Pradhan	480,000	360,000	-	-	-	-	480,000	360,000
Pawan Tibrewal	-	180,000	-	-	-	-	-	180,000
Rent paid								
Ira Aarna Securities Services Pvt Ltd	-	-	-	-	240,000	60,000	240,000	60,000
ROC filing fees								
Red Twigs Consultancy Pvt Ltd	-	-	-	-	7,200	14,300	7,200	14,300
Professional Fees								
Red Twigs Consultancy Pvt Ltd	-	-	-	-	20,000	-	20,000	-
Balances outstanding at the end of the year								
Loan taken outstanding								
Ramesh Mishra	2,958,245	208,745	-	-	-	-	2,958,245	208,745
Trade creditors								
Ira Aarna Securities Services Pvt Ltd	-	-	-	-	-	-	-	-
Redtwigs Consultancy Pvt Ltd	-	-	-	-	-	-	-	-

Notes forming part of the financial statements

Note - 17 Additional information to the financial statements

Note	Particulars	31 March, 2021 (?)	"31 March, 2020" (?)
17.1	**Contingent liabilities and commitments (to the extent not provided for)**		
	(i) Contingent liabilities		
	(a) Claims against the Company not acknowledged as debt	Nil	Nil
	(b) Guarantees	Nil	Nil

17.2 Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Micro, Small and Medium Enterprises in terms of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 have been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors. Since the relevant information is not readily available, no disclosures have been made in the accounts. However, in the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provision of this Act is not expected to be material.

17.3 Earnings per share (EPS)

The following reflects the profit and share data used in the basic and diluted EPS computations:

		31 March, 2021 (?)	31 March, 2020 (?)
Total (continuing) operations for the year			
Profit/(loss) after tax		360,078	191,205
Net profit/(loss) for calculation of basic/diluted EPS	(A)	360,078	191,205
Weighted average number of equity shares in calculating basic EPS	(B)	462,010	462,010
Earnings per share (EPS) (basic/diluted)	(A/B)	0.78	0.41

\

	Particulars	31 March, 2021 (?)	31 March, 2020 (?)
17.4	Value of imports calculated on CIF basis	Nil	Nil
17.5	Expenditure in foreign currency	Nil	Nil
17.6	Earnings in foreign exchange	Nil	Nil

17.7 The balances appearing under long term borrowings, trade payables, long term/short term loans and advances, and banks are subject to confirmation and reconciliation and consequential adjustment, if any, will be accounted for in the year of confirmation and/or reconciliation. However, balance of Rs. 26,98,250 lying in long term borrowings has been written back based on board resolution passed.

17.8 In the opinion of the Board, assets other than fixed assets do have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

17.9 During the year under consideration, there is no tax effect of timing difference resulting from the recognition of items in the financial statements and in estimating its current tax provision. Hence, no provision for deferred tax is made. Further, as a matter of prudence, in the absence of any virtual certainty, the company has not created deferred tax asset on accumulated losses.

17.10 Since the Company has less than prescribed number of employees, it recognises gratuity and leave salary expense on payment basis and no liability for the same has been ascertained and provided in the accounts. Hence, the company is not required to comply with the provisions of IND AS–19 “Employee Benefits”.

17.11 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

18. Additional disclosure on Uncertainty relating to the global health pandemic on COVID-19

"In assessing the recoverability of receivables including unbilled receivables, contract assets and contract costs, intangible assets, and certain investments, the Company has considered internal and external information up to the date of approval of these standalone financial statements including credit reports and economic forecasts.

The Company has performed sensitivity analysis on the assumptions used herein. Based on the current indicators of future economic conditions, the Company expects to recover the carrying amount of these assets. The Company on the basis of its assessment believes that

the probability of the occurrence of forecasted transactions is not impacted by COVID-19. The Company has also considered the effect of changes, if any, both in counter party credit risk and own credit risk.

The impact of COVID-19 remains uncertain and may be different from what the company has estimated as of the date of approval of these financial statements and the Company will continue to closely monitor any material changes to future economic conditions."

if undelivered please return to :

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