

ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

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

21ST ANNUAL REPORT 2015-16

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BOARD OF DIRECTORS :

MR. RAMESH MISHRA : DIRECTOR
MR. AVINASH TIWARI : INDEPENDENT DIRECTOR
MR. PAWANKUMAR SRIGOPAL : MANAGING DIRECTOR
TIBREWAL
MS. LAXMI RAJU NADAM : INDEPENDENT DIRECTOR

BANKERS:

BANK OF INDIA, MUMBAI
AXIS BANK, MUMBAI

AUDITORS :

M/S K. M TAPURIAH & CO
Chartered Accountants

COMPLIANCE OFFICER :

MISS RIMA THAKKER

REGISTERED OFFICE :

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

REGISTRAR & SHARE TRANSFER AGENT:

Maheshwari Datamatics Pvt Ltd
6, Mangoe lane,
2nd Floor, Kolkata – 700 001
Tel.: 033 - 2248 2248, 2243-5809

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the members of Aris International Limited will be held as under:

Day: Thursday

Date: 22nd September, 2016

Time: 3.30 PM

Venue: 129-B, Ansa Indl. Estate,

Saki Vihar Road, Sakinaka

Andheri (East), Mumbai- 400072.

To transact the following businesses:

ORDINARY BUSINESS:

1. To Receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mr. Ramesh Chandra Mishra (DIN No.00206671) , who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration:

To ratify the appointment of auditors of the Company and to fix their remuneration and to pass following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee to the Board of Directors, and pursuant to the resolution passed by the members at the AGM held on 30th September 2014, the appointment of M/s. K.M. Tapuria & Co. – Chartered Accountants (Firm Registration No. 314043E) as the Auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2017, be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the Audit Committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the Auditors and the Board of Directors.

Place:

129-B, Ansa Industrial Estate

Saki Vihar Road, Saki Naka

Andheri (E), Mumbai 400072, Mumbai.

Dated: 12th August 2016

By the Order of the Board

Sd/-

Pawankumar Tibrewal

Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office at Place: 129-B Ansa Industrial Estate Saki Vihar Road, Sakinaka, Andheri (East) Mumbai-400072 not less than forty eight hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 8, 2016 to Wednesday, September 14, 2016 (both days inclusive) for the financial year ended March 31, 2016 and the Annual General Meeting.
5. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITT/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s Maheshwari Datamatics Pvt. Ltd., 6, Mangoe Lane, Kolkata- 700 001. Telephone No.:- 2243 5029/5809
6. Members are requested to notify immediately any change in their address:
 - a. To their Depository Participants (DPs) in respect of their electronic share accounts, and
 - b. To the share transfer agent M/s. Maheshwari Datamatics Pvt. Ltd as the Registrar & Share Transfer Agent, having their office at 6, Mangoe Lane, Kolkata- 700 001. Telephone No.:- 2243 5029/5809. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance to the Meeting Hall.
7. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
8. Members who are holding shares in physical form are requested to get their shares dematerialized with any depository participants in their own interest.
9. Members are requested to carry the copy of the Annual Report sent to them. Electronic copy of the Annual Report for 2015-2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purpose unless any member has requested for a print copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode. Members are requested to register/update their email address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
10. Members may also note that the notice of the 21st Annual General Meeting and the Annual report for 2015-2016 will also be available on the Company's website <http://arisinternational.in> for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days from 11.00 a.m. to 1.00 p.m. from Monday to Friday. Members are requested to bring their copies of the Annual report at the time of attending the Annual General Meeting.

11. Information required to be furnished under Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, in respect of the directors seeking appointment/reappointment at the AGM, is furnished below. The directors have furnished consent/declaration for their appointment/reappointment as required under the Companies Act, 2013 and the Rules thereunder.

Name of Director	Ramesh Mishra
DIN No.	00206671
Date of Birth	15 th October 1968
Qualification	B.Sc, LL.B. PG.DCA,FCS
Expertise in Specific Functional Area	Corporate Law, Merger and Takeovers
Executive & Non-Executive Director	Non-Executive
Promoter Group	Non-promoter
Chairman/Member of Committees of the Board of which he/she is a Director	3
No. of Shares held	64370
Other Directorship in Indian/Foreign Companies	6

By Order of the Board
Sd/-
Pawankumar Tibrewal
Managing Director

Mumbai, 12th August 2016

Registered Office:

Place-129-B Ansa Industrial Estate
Saki Vihar Road, Sakinaka,
Andheri(East) Mumbai- 400072

Voting through Electronic Means:

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.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Monday 19th September 2016** at **9.00 a.m.** and ends on **Wednesday 21st September, 2016** 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 17th September, 2016 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Now to cast your vote:Click on Shareholders.

- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth	Enter the or Date of Birth as recorded in your demat account or for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none">• Please enter the DOB Dividend Bank Details in order to login.if the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant "ARIS INTERNATIONAL LIMITED" on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The Company has appointed Mr. Saroj Panda, Practicing Company Secretary (CP 3699 FCS 5071) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.
- (xxiii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiv) In case of Members who are entitled to vote but have no electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

DIRECTOR'S REPORT

To,
The Shareholders,
ARIS INTERNATIONAL LTD.

Your Directors are pleased to present the 21st Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:

(Rs. in Lacs)

PARTICULARS	STANDALONE	
	2015-2016	2014-2015
Total Income	947,461/-	895400/-
Total Expenditure	1,400,879/-	880747/-
Profit Before Interest and depreciation	(453,418)	14653/-
Less: Depreciation	-	-
Interest	-	-
Tax	-	3,000/-
Tax relating to prior years	14,590/-	
Net Profit/(Loss) After Tax	(468,008)	11,653/-

YEARLY REVIEW:

Your Company has successfully completed 21 years of operations this year. Your Company in the current year mainly carried out operation in the software development. Considering the real Estate market condition, the company maintained its status .

STANDALONE FINANCIAL RESULTS:

The Net Sales of our Company is of Rs. 947,461/- compared to the previous year Rs. 895,400. The Company booked a profit of (Rs. 468,008).

TRANSFER TO RESERVES:

The Company has transferred (Rs. 468,008) to the General Reserves of the Company for the financial year 31st March, 2016 as per audited standalone financial statements.

DIVIDEND:

In view of the carry forward losses incurred in the earlier years and pursuant to section 123 of the companies Act, 2013, the Board regrets its inability to declare any dividend for the year under review.

DEPOSITS:

As on 31st March, 2016, the Company held no deposit in any form from anyone. There were no deposits held by the company as on 31st March, 2016, which were overdue or unclaimed by the depositors. For the present, the Board of Directors has resolved not to accept any deposit from public.

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:

There was no change in the nature of business of the Company or any of its subsidiaries during the year.

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.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

As per provision of section 2(19) and section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has to mandatorily required to appoint Chief Financial Officer (CFO). The Board, on the recommendations of the Nomination & Remuneration Committee, appointed Pawan Tibrewal –M.D as the Chief Financial Officer (CFO) of the Company with effective from 12th August 2016. He will hold both the position of MD & CFO.

NUMBER OF MEETINGS OF THE BOARD:

The Board met 4 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.

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.

BOARD EVALUATION:

SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should be done by the entire Board of Directors, excluding the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

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 12th February, 2016, 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, 2016, the Board consists of 4 members. Out of which one is the Managing Director. Two Independent Director out of which One is a Women Director & one is non-executive 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 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)(c) 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, 2015, 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 and loss 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 2015 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. 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.

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 is the Internal Auditor of the Company.

STATUTORY AUDITORS:

At the Annual General Meeting held on 30th September 2014., M/s. K.M. Tapuriah & Co. - Chartered Accountants, were appointed as statutory auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. K.M. Tapuriah & Co. Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders.

In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITORS REPORT:

The Auditors have not made any qualification to the financial statement. Their reports 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 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for F.Y. 2015-16 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 2016-17.

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 AND FOREIGN EXCHANGE:

The relevant information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as prescribed under section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out herein below:

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.

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.

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 2015-2016.

BANK AND FINANCIAL INSTITUTIONS:

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

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.

Place: Mumbai
Dated: 12th August 2016

On behalf of the Board of Directors

Managing Director

MANAGEMENT DISCUSSION ANALYSIS REPORT
ANNEXURE-I

INDUSTRY STRUCTURE AND DEVELOPMENT:

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:

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.

There has been a global rise in demand for the auto parts and equipments due to increased activity in automobile Industry. The Company sees great opportunity for the industry to grow as a whole.

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 2014 -15 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 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 2014-15 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 2014-2015.
 - b. There have been no significant changes in accounting policies during the year 2014-15; 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.

Place: Mumbai
Date: 12th August 2016

For ARIS International Limited
Sd/-
Pawan Tibrewal
Managing Director

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

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

ANNEXURE-II

To,
The Members,
Aris International Limited
Mumbai

I 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 my opinion thereon.

I 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, 2016 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.

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, 1992;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
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);
10. Information technology act 2000 and the rules made thereunder
11. The payment of gratuity act1972
12. Secretarial standards issued by the institute of company secretaries of india.

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

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

I 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;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998,

requiring compliance thereof by the Company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

Further based on my 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 course and conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016 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 as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under.

I 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 my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws.

I 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.

I 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.

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.

I 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.

Place: Mumbai
Date: 12th August 2016

Sd/-
Saroj Panda
Company secretaries
C.P. NO.3699
Membership No.5071

ARIS INTERNATIONAL LIMITED

ANNEXURE-III FORM NO. MGT 9					
EXTRACT OF ANNUAL RETURN					
as on financial year ended on 31.03.2015					
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.					
I REGISTRATION & OTHER DETAILS:					
i)	CIN	L29130MH1995PLC249667			
ii)	Registration Date	21/08/1995			
iii)	Name of the Company	ARIS INTERNATIONAL LIMITED			
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),mumbai-400072			
vi)	Whether listed company	Yes			
vii)	Name , Address & contact details of the Registrar & Transfer Agent, if any.	M/sMaheshwari Data matics Pvt Ltd6,mangoe lane 2nd floor,kolkata-700001			
II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY					
All the business activities contributing 10% or more of the total turnover of the company shall be stated					
Sr. No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company		
1)	a.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/ Associate	% of Shares Held	Applicable Section
1	NA				
2	NA				
3	NA				

ARIS INTERNATIONAL LIMITED

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/2015]				No of Shares held at the end of the year [As on 31/Mar/2016]				% change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	10010	10010	2.1666	0	10010	10010	2.1666	0.0000
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	0	17000	17000	3.6796	0	17000	17000	3.6796	0.0000
e) Banks/Fi									
f) Any other									
Sub-total (A)(1)	0	27010	27010	5.8462	0	27010	27010	5.8462	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	27010	27010	5.8462	0	27010	27010	5.8462	0.0000
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									

ARIS INTERNATIONAL LIMITED

e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors									
Provident Funds / Pension Funds									
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	0	59660	59660	12.9131	100	59660	59760	12.9348	0.1676
ii) Overseas									
b) Individuals									

ARIS INTERNATIONAL LIMITED

i) Individual sharehold ers holding nominal share capital upto Rs. 1 lakh	6180	117070	123250	26.6769	28620	94530	123150	26.6553	-0.0811
ii) Individual sharehold ers holding nominal share capital in excess of Rs. 1 lakh	144410	107680	252090	54.5638	144410	107680	252090	54.5638	0.0000
c) Others (Specify)									
Non Resident Indians									
Qualified Foreign Investor									
Custodian of Enemy Property					-3.0000				
Foreign Nationals									
Clearing Members				3.0000					
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									

ARIS INTERNATIONAL LIMITED

NBFCs registered with RBI									
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Sub-total(B)(2) :-	150590	284410	435000	97.1538	173127	261870	435000	94.1539	0.0000
Total Public Shareholding (B)=(B)(1) + (B)(2)	150590	284410	435000	97.1538	173127	261870	435000	94.1539	0.0000
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	150590	311420	462010	103.0000	173127	288880	462010	100.0000	0.0000

ARIS INTERNATIONAL LIMITED

ii) Shareholding of Promoters-								
SI No	Shareholder's Name	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	PAN
		Shareholding at the beginning of the year [As on 01/Apr/2015]			Shareholding at the end of the year [As on 31/Mar/2016]		% change in share holding during the Year	
1	A K HARLALKA & SONS (HUF)	6000	1.2987	0	6000	1.2987	0	AACHA8159G
2	ATMA COMMERCE PVT LTD	5000	1.0822	0	5000	1.0822	0	A00008
3	BENGAL AUTO PARTS PVT LTD	4000	0.8658	0	4000	0.8658	0	B00005
4	TODI TRADERS & INV P LTD	4000	0.8658	0	4000	0.8658	0	T00001
5	KLASSIC DEALCOMM PVT LTD	3000	0.6493	0	3000	0.6493	0	K00008
6	PRADEEP KUMAR SARAWAGI	1250	0.2706	0	1250	0.2706	0	P00001
7	GARODIA SECURITIES LTD	1000	0.2164	0	1000	0.2164	0	G00005
8	ANANT VEER HARLALKA	900	0.1948	0	900	0.1948	0	ABJPH5631A
9	PRAKASH KUMAR SARAWAGI	600	0.1299	0	600	0.1299	0	P00003
10	PRABIN KUMAR SARAWAGI	500	0.1082	0	500	0.1082	0	P00002
11	GULJARI LAL JAIN	500	0.1082	0	500	0.1082	0	G00001
12	SUNITA HARLALKA	250	0.0541	0	250	0.0541	0	S00001
13	MADAN LAL HARLALKA	10	0.0022	0	10	0.0022	0	M00001
	TOTAL	27010	5.8462	0	27010	5.8462	0	

iii) Change in Promoters' Shareholding (please specify, if there is no change)						
SI No	Name	No. of shares	% of total shares of the company	Cumulative Shareholding during the year [01/Apr/15 to 31/Mar/16]	% of total shares of the company	PAN
1	ATMA COMMERCE PVT LTD	42095	5000	1.0822		A00008
		42460	5000	1.0822	5000 1.0822	
2	A K HARLALKA & SONS (HUF)	42095	6000	1.2987		AACHA8159G
		42460	6000	1.2987	6000 1.2987	
3	ANANT VEER HARLALKA	42095	900	0.1948		ABJPH5631A
		42460	900	0.1948	900 0.1948	
4	BENGAL AUTO PARTS PVT LTD	42095	4000	0.8658		B00005
		42460	4000	0.8658	4000 0.8658	
5	GULJARI LAL JAIN	42095	500	0.1082		G00001
		42460	500	0.1082	500 0.1082	
6	GARODIA SECURITIES LTD	42095	1000	0.2164		G00005
		42460	1000	0.2164	1000 0.2164	
7	KLASSIC DEALCOMM PVT LTD	42095	3000	0.6493		K00008
		42460	3000	0.6493	3000 0.6493	
8	MADAN LAL HARLALKA	42095	10	0.0022		M00001
		42460	10	0.0022	10 0.0022	
9	PRADEEP KUMAR SARAWAGI	42095	1250	0.2706		P00001
		42460	1250	0.2706	1250 0.2706	
10	PRABIN KUMAR SARAWAGI	42095	500	0.1082		P00002
		42460	500	0.1082	500 0.1082	
11	PRAKASH KUMAR SARAWAGI	42095	600	0.1299		P00003
		42460	600	0.1299	600 0.1299	
12	SUNITA HARLALKA	42095	250	0.0541		S00001
		42460	250	0.0541	250 0.0541	
13	TODI TRADERS & INV P LTD	42095	4000	0.8658		T00001
		42460	4000	0.8658	4000 0.8658	

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/15]/end of the year [31/Mar/16]		Cumulative Shareholding during the year [01/Apr/15 to 31/Mar/16]		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
	4/1/2015	28040	6.0691			
	3/31/2016	28040	6.0691	28040	6.0691	
2	K R OVERSEAS PVT LTD					AACCK0101B
	4/1/2015	31180	6.7488			
	3/31/2016	31180	6.7488	31180	6.7488	
3	SUBHA KANT PADHI					AAQPP8299Q
	4/1/2015	20440	4.4241			
	3/31/2016	20440	4.4241	20440	4.4241	
4	UJJWAL BHORKAR					ACFPB4657F
	4/1/2015	12890	2.7900			
	31/03/2016	12890	2.7900	12890	2.7900	
5	DAVID . CASTELINO					AESPD4872K
	4/1/2015	80040	17.3243			
	31/03/2016	80040	17.3243	80040	17.3243	
6	SABANA PADHI					AHHPP9662K
	4/1/2015	15430	3.3398			
	3/31/2016	15430	3.3398	15430	3.3398	
7	MANAS RANJAN PALO					AHYP4435B
	4/1/2015	22450	4.8592			
	3/31/2016	22450	4.8592	22450	4.8592	
8	CHAITRALI VISHNU CHAUDHARI					AKJPC2297E
	4/1/2015	23270	5.0367			
	3/31/2016	23270	5.0367	23270	5.0367	
9	POOJA C JAMBUSARIA					AREPJ7969C
	4/1/2015	10820	2.3419			
	3/31/2016	10820	2.3419	10820	2.3419	
10	AMARENDRA MOHAPATRA					BEAPM9948G
	4/1/2015	11800	2.5541			
	3/31/2016	11800	2.5541	11800	2.5541	
*	Not in the list of Top 10 shareholders as on 01/04/2015 The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2016.					
#	Ceased to be in the list of Top 10 shareholders as on 31/03/2016. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2015.					

v) Shareholding of Directors and Key Managerial Personnel						
		Shareholding at the beginning [01/Apr/15]/end of the year [31/Mar/16]		Cumulative Shareholding during the year [01/Apr/15 to 31/Mar/16]		
SI No	Name	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	PAN
1	RAMESH CHANDRA MISHRA					ACPPM8652F
	4/1/2015	64370	13.9326			
	3/31/2016	64370	13.9326	64370	13.9326	
2	AVINASH TIWARI					AESPT3959F
	4/1/2015	9410	2.0368			
	3/31/2016	9410	2.0368	9410	2.0368	

V INDEBTEDNESS

				(amt in lakhs)			
Indebtedness of the Company including interest outstanding/accrued but not due for payment				Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year							
i)	Principal Amount						
ii)	Interest due but not paid				8,578,258		8,578,258
iii)	Interest accrued but not due						
Total (i+ii+iii)					8,578,258		8,578,258
Change in Indebtedness during the financial year							
Additions					6,341,100		6,341,100
Reduction					4,961,000		4,961,000
Reinstatement							
Net Change							
Indebtedness at the end of the financial year							
i)	Principal Amount						
ii)	Interest due but not paid				9,958,358		9,958,358
iii)	Interest accrued but not due						
Total (i+ii+iii)							

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

		(amt in lakhs)	
Sl.No	Particulars of Remuneration	Name of the Managing Director	Total Amount
1	Gross salary	Pawan Kumar Tibrewal	
	(a) Salary as per provisions contained in	6,00,000	60,00,000
	(b) Value of perquisites u/s 17(2) of the Income		
	(c) Profits in lieu of salary under section 17(3)		
2	Stock option		
3	Sweat Equity		
4	Commission		

	as % of profit								
	others (specify)								
5	Others, please specify								
	Total (A)				6,00,000				6,00,000
	Ceiling as per the Act								

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration		Name of the Directors		Total Amount
1	Independent Directors		Pawan Kumar Tibrewal	Laxmi Raju Nadam	
	(a) Fee for attending board committee				
	(b) Commission				
	(c) Others, please specify				
	Total (1)				
2	Other Non Executive Directors		Ramesh Mishra		
	(a) Fee for attending				
	(b) Commission				
	(c) Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act.				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(amt in lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.				
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961				

	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option					
3	Sweat Equity					
4	Commission as % of profit others, specify					
5	Others, please specify					
	Total					

VII PENALTIES/PUNISHMENT/COMPOUNDING 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					

**CORPORATE GOVERNANCE REPORT
ANNEXURE-IV**

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.

Recent amendments of Companies Act, 2013 are effective from October 1, 2014. The amended rules require Companies to get shareholders' approval for related party transactions, establish whistleblower mechanisms, elaborate disclosures on pay packages and have at least one Woman Director on their boards. The Securities and Exchange Board of India (SEBI) has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on 2nd September, 2015, replacing the earlier Listing Agreement (w.e.f. 1st December, 2015). The amended norm is aligned with the provisions of the Companies Act, 2013 and is aimed to encourage Companies to 'adopt best practices on corporate governance.

BOARD OF DIRECTORS:

At present the Board of the Company is adequately equipped and well represented by Women Directors and Independent Directors of high repute. The Chairman of the Board and Audit Committee is headed by Independent Director(s). As per the Listing Regulations, 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 AS ON 31st MARCH, 2016:

SR.NO.	NAME OF DIRECTOR	CATEGORY
1	Mr. Pawan Tibrewal	Managing Director
2	Mr . Ramesh Mishra	Non Executive Director
3	Mr. Avinash Tiwari	Independent Director
4	Ms. Laxmi Raju Nadam	Independent Director

MEETINGS AND ATTENDANCE DURING THE YEAR 2015-2016:

Annual General Meeting was held on 8th August, 2015

Board Meetings were conducted 4(Four) times during the year as follows:

Sr. No	Date	Board Strength	No. Of. Directors Present
1	05 th Feb 2016	4	4
2	10 th Nov 2015	4	4
3	12 th Aug 2015	4	4
4	30 th May 2015	4	4

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

Sr. No	Name of Directors	No of Board Meetings attended during the Year	Attendance at the AGM	No. of Membership of Committees	No. Of Chairmanships of Committees
1	Mr.Ramesh Mishra	4	P	3	NIL
2	Mr.Avinash Tiwari	4	P	4	3
3	Mr Pawan Kumar Srigopal Tribrewal	4	P	2	NIL
4	Ms. Laxmi Raju Nadam	4	P	3	1

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 12th February 2016, 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. Ms. Laxmi Raju Nadam is an independent women 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 Clause 49 of the Listing Agreement read 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	Independent Director	Chairman
2	Mr . Ramesh Mishra	Director	Member
3	* Mr. Laxmi Raju Nadam	Independent Director	Member

* Ms.Neha Agarwal resigned from the Board with effect from 30th May 2016 and Ms.Laxmi Raju Nadam was appointed on 30th May 2016.

Mr.Avinash Tiwari was appointed as new chairman of the committee with effect from 30th May 2016.

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

April – June	July – September	October – December	January – March
30.05.2015	12.08.2015	10.11.2015	05.02.2016

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 . Ramesh Mishra	4	4
2	Mr. Avinash Tiwari	4	4
3	Ms. Laxmi Raju Nadam	4	3
4	Ms. Neha Agarwal	4	1

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 under Clause 49 of the Listing Agreement read 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 Committees as on 31st March, 2016:

Sr.No.	Name of Members	Category	Designation
1.	Ms. Laxmi Raju Nadam	Independent Director	Chairman
2.	Mr . Pawan Tibreval	Managing Director	Member
3.	Mr . Avinash Tiwari	Independent Director	Member

* Ms.Neha Agarwal resigned from the Board with effect from 30th May 2016 and Ms.Laxmi Raju Nadam was appointed on 30th May 2016.

Laxmi Raju Nadam is appointed as chairman of the committee.

ROLE OF THE COMMITTEE:

The role of Nomination and Remuneration Committee is as follows:

- determining/recommending the criteria for appointment of Executive, Non-Executive and Independent Directors to the Board;
- determining/recommending the criteria for qualifications, positive attributes and independence of Directors;
- 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;
- reviewing and determining elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, pension, etc.;
- reviewing and determining fixed component and performance linked incentives for Directors along with the performance criteria;
- determining policy on service contracts, notice period, severance fees for Directors and Senior Management;
- 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 2015 are given below:
(Amt in Rs.)

ARIS INTERNATIONAL LIMITED

Sr. No.	Name of Directors	Salary	Benefits and Perquisite	Contribution o t PF, Superannuation, Gratuity & Leave Encashment	Total
1	Pawankumar Srigopal Tibrewal	6,00,000	–	–	6,00,000

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 2015 are given below:

Sr. No.	Name of the Directors	Sitting fees	Number of Share Held
1	Mr. Avinash Tiwari	-	9410
2	Ms.Laxmi Raju Nadam	-	-
3	Mr.Ramesh Mishra	-	64370

* Appointed Laxmi Raju Nadam as an independent Director with effect from 30Th May 2015

SHARES TRANSFER COMMITTEE:**Brief description and Terms of Reference:**

The Board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other matters related thereto. The Share Transfer Committee is duly constituted as follows:

Composition of Shares Transfer Committee

Sr. No.	Name of Members	Category	Designation
1	Mr. Avinash Tiwari	Independent Director	Chairman
2	Mr. Pawan Tibrewal	Managing Director	Member
3	Ms. Laxmi Raju Nadam	independent Director	Member

Appointed Laxmi Raju Nadam as an independent director w.e.f 30th may 2015.

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	Independent Director	Chairman
2	Mr. Pawan Tibrewal	Managing Director	Member
3	Mr . Ramesh Mishra	Director	Member

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 '<http://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 '<http://arisinternational.in>'.

All members of the Board of Directors and Senior Management personnel have affirmed compliance to the Code as on 31st March, 2016. A declaration to this effect signed by the Managing Director is 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 2014 -2015	F.Y 2013 -2014	F.Y 2012 -2013
Date	08-08-2015	30-09-2014	30-09-2013
Time	10.30a.m	11.30a.m	11.00a.m
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 Agreement of the Stock Exchanges where the shares of the company are listed.
Newspapers in which results are normally published	1. Financial Express 2. Mumbai Mitra(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. 21st Annual General Meeting:

Date : 22nd September 2016

Time : 3.30 p.m.

Venue : 129-B, Ansa Industrial Estate,Saki Naka, Sakivihar,Andheri (East), mumbai 400072

2. **Date of Book Closure:** 8th september to 14th september (both days inclusive)

3. **Tentative Calendar for financial year 31st March , 2016:**

The tentative dates of meeting of Board of Directors for consideration of quarterly financial results for the financial year ending 31st March, 2016 are as follows:

Financial Reporting for the Quarter Ended 30 th June 2016	By mid of August 2016
Financial Reporting for the Quarter and Half yearly Ended 30 th September 2016	By Mid of November 2016
Financial Reporting for the Quarter Ended 31 st December 2016	By mid of February 2017
Financial Reporting for the Quarter Ended 31 st March 2017	By mid of May, 2017

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: L29130MH1995PLC24966

Shareholding Pattern as on 31st March, 2016:

	Categories of Shareholders	Shares Held	% of Total
a)	Promoters	27010	5.85
b)	Banks, financial institution, insurance Companies, (Central/ State Govt. Institution/ Non - Govt. Institution)	0	0
c)	Mutual Funds/UTI	0	0
d)	Foreign Institutional Investors	0	0
e)	Bodies Corporate	59760	12.93
f)	Public Individuals	375240	81.22
g)	NRIs / OCBs	0	0
h)	Clearing Members	0	0
i)	LLP/Partnership Firm	0	0
	TOTAL	462010	100.00

2. 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

3. Demat and Physical Shares held as on 31st March, 2016:

As on 31st March, 2016: 173130 shares, Representing 37.47% of the total issued capital, were held in dematerialised form and 288880 shares, representing 62.53% of the total issued capital is held in physical form.

4. Outstanding ADRs / GDRs:

The company has not issued any ADRs / GDRs

5. Address for Correspondence

ARIS INTERNATIONAL LIMITED
 129-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**

We have examined the compliance of conditions of corporate governance by Aris International Limited ('the Company') for the year ended March 31, 2016 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: Mumbai
Date: 12th August 2016

For Saroj Panda & Co.
Sd/-
Saroj Panda
Company secretaries
C. P. No. 3699
Membership No. 5071

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

To,
**The Members of
ARIS INTERNATIONAL LTD**

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, 2016.

Place: Mumbai
Date: 12th August 2016

By the order of the Board

Sd/-
Pawankumar Tibrewal

Independent Auditor's Report

To the Members of Aris International Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Aris International Limited ("the Company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss and Cash Flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements, that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 control, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there-under. We conducted our audit in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements. 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its loss, and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

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

- 2) 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 financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ;
 - e) On the basis of the written representations received from the directors as on 31st March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016 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 B" and
 - 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 does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For K. M. Tapuriah & Co
Chartered Accountants

Firm Registration number: 314043E

CA Naveen Mohta

Partner

Membership Number: 048111

Mumbai, 20th May 2016

**Annexure "A" to the Independent Auditors' Report of even date to the members of
Aris International Limited on the financial statements for the year ended 31st March 2016.**

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of freehold land are held in the name of the Company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the company and hence not commented upon.
- (iii) 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 Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments, guarantees and securities.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- (vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.
- (b) There are no dues in respect of income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax and cess that have not been deposited with the appropriate authorities on account of any dispute.
- (viii) The Company does not have any loan or borrowing from any financial institution, banks, government or debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V of the Act.

ARIS INTERNATIONAL LIMITED

- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with sections 177 and section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non- cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For K. M. Tapuriah & Co
Chartered Accountants

Firm Registration number: 314043E

CA Naveen Mohta

Partner

Membership Number: 048111

Mumbai, 20th May 2016

Annexure –B to the Auditor's Report

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 the financial reporting of **Aris International Limited** ("the Company") as of **31st March 2016** in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 ('ICAI'). 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 to 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.

Auditor's 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 our 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 misstatements 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 controls 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 the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditure of the company are being made only in accordance with authorisations 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 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 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 31st March 2016, 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 K. M. Tapuriah & Co

Chartered Accountants

Firm Registration number: 314043E

CA Naveen Mohta

Partner

Membership Number: 048111

Mumbai, 20th May 2016

ARIS INTERNATIONAL LIMITED

Balance sheet as on 31st March, 2016

Particulars	Note No	31st March 2016	31st March 2015
		(₹)	(₹)
Equity and liabilities			
Shareholder's funds			
Share capital	2	4,620,100	4,620,100
Reserves and surplus	3	(5,027,816)	(4,559,808)
Non current liabilities			
Long term borrowings	4	9,989,258	8,578,258
Current liabilities			
Trade payables	5	74,467	42,156
Other current liabilities	6	213,900	-
Total		9,869,909	8,680,706
Assets			
Non-current assets			
Non-current investment	7	840,000	840,000
Long term loans and advances	8	5,800,000	7,200,000
Current assets			
Short term loans and advances	9	2,625,344	131,838
Trade receivables	10	-	225,000
Cash and cash equivalents	11	604,565	283,869
Total		9,869,909	8,680,706

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

1-17

As per our report of even date

For K M Tapuria & Co.

Chartered Accountants

ICAI's firm Registration Number: 314043E

For and behalf of the board

0

CA Naveen Mohta

Partner

Membership number: 048111

Ramesh Mishra

Director

Pawan Tibrewal

Director

Place : Mumbai

Date : 20th May, 2016

ARIS INTERNATIONAL LIMITED

Statement of profit and loss account for the year ended 31st March, 2016

Particulars	Note No	Current year	Previous Year
		(₹)	(₹)
Income			
Income from operations	12	944,444	890,000
Other income	13	3,017	5,400
Total revenue		947,461	895,400
Expenditure			
Employee benefit expenses	14	671,000	425,000
Other expenses	15	729,879	455,747
Total expenditure		1,400,879	880,747
Profit/(Loss) before tax	(I - II)	(453,418)	14,653
Tax expense			
Current tax		-	3,000
Deferred tax		-	-
Current tax expense relating to prior years		14,590	-
		14,590	3,000
Profit/(Loss) for the year from continuing operations		(468,008)	11,653
Earnings per share			
Basic and Diluted			
Computed on the basis of total profit from continuing operations	17.3	-	0.03
Notes on significant accounting policies and Additional information to the financial statements			
	1-17		

As per our report of even date

For K M Tapuriah & Co.

Chartered Accountants

ICAI's firm Registration Number: 314043E

For and on behalf of the Board of Directors of

-

CA Naveen Mohta

Partner

Membership number: 048111

Ramesh Mishra

Director

Pawan Tibrewal

Director

Place : Mumbai

Date : 20th May, 2016

ARIS INTERNATIONAL LIMITED**Cash flow statement for the ended 31st March, 2016**

	31st March 2016 (₹)	31st March 2015 (₹)
Cash flows from operating activities		
Net profit before tax	(453,418)	14,653
<u>Adjustments for</u>		
Add : Non Cash Item/Items required to be disclosed separately	-	-
Operating profit before working capital changes	(453,418)	14,653
<u>Changes in working capital:</u>		
Short-term loans and advances	-	(9,009)
<u>Adjustments for increase / (decrease) in operating liabilities:</u>		
Trade payables	32,311	(94,408)
Trade receivables	225,000	(225,000)
Other current liabilities	213,900	-
Profit generated from operations	17,793	(313,763)
Tax paid (net of refunds)	(14,590)	(3,000)
Net Cash generated from operating activities	(i) 3,203	(316,763)
Cash flows from investing activities		
Net cash generated from investing activities		
Repayment/(Receipt) of Advances	(1,093,506)	5,700,000
	(ii) (1,093,506)	5,700,000
Cash flows from financing activities		
Receipt/(Repayment) of long term borrowings	1,411,000	(5,175,500)
Net cash generated from financial activities	(iii) 1,411,000	(5,175,500)
Net change in cash and cash equivalents	(i+ii+iii) 320,697	207,737
Cash and cash equivalents at the beginning of the year	283,869	76,132
Cash and cash equivalents at the end of the year	604,565	283,869

Notes forming part of the financial statement

1-17

As per our report on even date

For K M Tapuria & Co.**Chartered Accountants**

ICAI's firm Registration Number: 314043E

For and on behalf of the Board of Directors of

-

CA Naveen Mohta

Partner

Membership number: 048111

Ramesh Mishra

Director

Pawan Tibrewal

Director

Place : Mumbai

Date : 20th May, 2016

Notes forming part of financial statement

Note – 1

Significant Accounting Policies

a. Basis of Preparation of Financial Statements

The financial statements have been prepared under historical cost convention, on accrual basis, in accordance with the generally accepted accounting principles (GAAP) in India and comply with the Accounting standards prescribed under Section 133 of the Companies Act, 2013 (the Act) read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). The accounting policies have been consistently applied by the Company. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of the Act. Based on the nature of business and the time between the acquisition of assets and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities..

b. Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, belief that these estimates are reasonable and prudent, actual results may differ from estimates.

c. Revenue Recognition

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation includes sale of services.

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. Segmental reporting

Operations of the company consist of one segment i.e. Software Development. Thus AS -17 is not applicable to the company from the current year.

f. Earnings Per Share

Earnings per Share has been computed in accordance with Accounting Standard 20 - "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.

g. 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 reflect 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 to 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.

h. 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 recognised nor disclosed in the financial statements.

Particulars	₹	
	31 March, 2016	31 March, 2015
(a) Authorised		
70,00,000 equity shares of ` 10/- each with voting rights	70,000,000	70,000,000
	<u>70,000,000</u>	<u>70,000,000</u>
(b) Issued, subscribed and paid up		
4,62,010 (PY. 46,20,10) equity shares of ` 10/- each with voting rights	4,620,100	4,620,100
	<u>4,620,100</u>	<u>4,620,100</u>

Notes:

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

Particulars	Opening balance	Fresh issue	Bonus	ESOP	Conversion	Reduction	Forfeiture	Closing balance
Equity shares with voting rights								
Year ended 31 March, 2016								
- Number of shares	462,010	-	-	-	-	-	-	462,010
- Amount (₹)	4,620,100	-	-	-	-	-	-	4,620,100
Year ended 31 March, 2015								
- Number of shares	4,620,100	-	-	-	(4,158,090)	-	-	462,010
- Amount (₹)	46,201,000	-	-	-	(41,580,900)	-	-	4,620,100

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

Class of shares/Name of shareholder	31 March, 2016		31 March, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights				
David Castellino	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%
Kakrania Trading Pvt Ltd	28,040	6.07%	28,040	6.07%
Chaitrail Vishnu Chaudhari	23,270	5.04%	23,270	5.04%

ARIS INTERNATIONAL LIMITED**Notes forming part of the financial statements**

(₹)

31st March 2016 **31st March 2015****Note - 3 Reserves and surplus****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	<u>2,020,750</u>	<u>2,020,750</u>

Surplus/(Deficit) in statement of profit and loss

Balance as per last financial statement	(6,580,558)	(48,173,111)
Less: Set off during the year on account of reduction of capital	-	41,580,900
Add: Profit/(loss) for the year	<u>(468,008)</u>	<u>11,653</u>
Net surplus/(Deficit) in statement of profit and loss	<u>(7,048,566)</u>	<u>(6,580,558)</u>
	<u>(5,027,816)</u>	<u>(4,559,808)</u>

Note - 4 Long term borrowings**Unsecured loans repayable on demand**

From other parties	8,724,250	2,513,250
From related parties (Refer Note 16)	<u>1,265,008</u>	<u>6,065,008</u>
	<u>9,989,258</u>	<u>8,578,258</u>

Note - 5 Trade payables

Sundry creditors for expenses	74,467	42,156
	<u>74,467</u>	<u>42,156</u>

Note - 6 Other current liabilities

Statutory remittances	30,900	-
Advance received	<u>183,000</u>	<u>-</u>
	<u>213,900</u>	<u>-</u>

Note - 7 Non- current investment

Investment in shares of Saboo Brothers Limited (32,000 shares of ` 25 each/-) (Market Value ` 3,36,000/-, P.Y. ` 3,43,680/-)	840,000	840,000
	<u>840,000</u>	<u>840,000</u>

Note - 8 Long term loans and advances

Other loans and advances (Refer note 17.10)	5,800,000	7,200,000
	<u>5,800,000</u>	<u>7,200,000</u>

Note - 9 Short term loans and advances

Security deposits	-	22,539
Prepaid expenses	-	8,496
Income tax paid (Net of provision for tax ` Nil, P.Y ` 3,000)	94,444	100,803
Other loans and advances	<u>2,530,900</u>	<u>-</u>
	<u>2,625,344</u>	<u>131,838</u>

Note - 10 Trade receivables**(Unsecured considered good)**

Outstanding for period exceeding six months	-	-
Other receivables	-	225,000
	<u>-</u>	<u>225,000</u>

ARIS INTERNATIONAL LIMITED**Notes forming part of the financial statements**

(₹)

	31st March 2016	31st March 2015
Note - 11 Cash and cash equivalents		
Cash on hand	539,142	236,517
Balance with banks	65,423	47,352
	<u>604,565</u>	<u>283,869</u>
Note - 12 Income from operation		
Professional fees	944,444	890,000
	<u>944,444</u>	<u>890,000</u>
Note - 13 Other income		
Interest income	3,017	5,400
	<u>3,017</u>	<u>5,400</u>
Note - 14 Employee benefit expense		
Salaries and bonus	71,000	-
Directors' remuneration (Refer Note 16)	600,000	425,000
	<u>671,000</u>	<u>425,000</u>
Note - 15 Other expense		
Advertisement expenses	26,677	65,984
Travelling and conveyance	15,000	104,149
Bank charges	4,644	1,629
Directors' sitting fees	27,500	-
Printing and stationery	23,035	6,975
Rent, rates and taxes	60,000	67,500
General charges	-	750
Auditors' remuneration	28,575	28,090
Stock exchange fees	224,720	113,484
Professional fees	27,000	20,000
Postage and courier expenses	8,000	2,840
Repairs and maintenance expenses	202,511	-
Filing fees	7,200	9,000
Registrar and custodian fees	59,017	33,845
R & T fees	16,000	-
Miscellaneous expenses	-	1,500
	<u>729,879</u>	<u>455,747</u>
Note:		
Payment to auditor		
As auditor - for statutory audit (including limited review)	25,000	25,000
Service tax	3,575	3,090
	<u>28,575</u>	<u>28,090</u>

ARIS INTERNATIONAL LIMITED

Notes forming part of the financial statements

Note 16 Disclosures under Accounting Standards

Related party transactions

<u>Description of relationship</u>	<u>Names of related parties</u>
Key Management Personnel (KMP)	Ramesh Mishra Pawan Tibrewal
Relatives of KMP	Padmini Mishra (Sister in law of the director Mr Ramesh Mishra)
Company in which KMP/Relatives of KMP can exercise significant influence	Sumita Management Constancy Pvt Ltd (Company in which Ramesh Mishra is a Director) 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) Ira Aarna Online Paintings Private Limited (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, 2016 and balances outstanding as at 31 March, 2016:

Particulars	KMP	Relatives of KMP	Entities in which KMP / relatives of KMP have significant influence	Total
(₹)				
<u>Transactions during the year</u>				
Loans taken	115,100 (2,075,000)	- (15,000)	- (200,000)	115,100 (2,290,000)
Loan taken repaid	115,100 (2,910,500)	- (15,000)	4,800,000 (5,255,000)	4,915,100 (8,180,500)
Directors' remuneration	600,000 (425,000)	- (-)	- (-)	600,000 (425,000)
Rent paid	- (-)	- (-)	60,000 (60,000)	60,000 (60,000)
<u>Balances outstanding at the end of the year</u>				
Loan taken outstanding	- (-)	25,000 (25,000)	1,240,008 (6,040,008)	1,265,008 (6,065,008)
Trade creditors	- (-)	- (-)	15,500 (5,500)	15,500 (5,500)

Note: Figures in bracket relates to the previous year

ARIS INTERNATIONAL LIMITED

Note - 17 Additional information to the financial statements

<u>Note</u>	<u>Particulars</u>	<u>31 March, 2016</u> (₹)	<u>31 March, 2015</u> (₹)
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, 2016 (₹)	31 March, 2015 (₹)
	Total (continuing) operations for the year		
	Profit/(loss) after tax	(468,008)	11,653
	Net profit/(loss) for calculation of basic/diluted EPS (A)	<u>(468,008)</u>	<u>11,653</u>
	Weighted average number of equity shares in calculating basic EPS	462,010	462,010
	Earnings per share (EPS) (basic/diluted) (A/B)	<u>(1.01)</u>	<u>0.03</u>
	Particulars	31 March, 2016 (₹)	31 March, 2015 (₹)
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		
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	Loans and advances include ₹58,00,000/- (PY ₹58,00,000/-) advanced to Mrs. Shraddha V. Singh for development of 8.5 acres of plot no. 247/402, 404 A/1, 404(B) located at Kalamgar-Mumbai-Nasik highway, Shahapur Taluka in the district of Thane.		
17.11	Since the Company recognises gratuity and leave salary expense on payment basis no liability for the same has been ascertained and provided in the accounts. Hence, the company has not complied with the provisions of IS-15 "Accounting for Retirement Benefit".		
17.12	Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.		

ARIS INTERNATIONAL LIMITED

CIN: L29130MH1995PLC249667

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

PROXY FORM

[Pursuant to this Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : ARIS INTERNATIONAL LIMITED

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

Tel. No.022-42153479, E-Mail: arisinternationaltd@gmail.com, Website: <http://arisinternational.in>

Name of the Member (s): _____

Registered Address: _____

Email-Id: _____

Folio No/Client ID: _____ DP ID: _____

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____ or failing him

3. Name: _____

ARIS INTERNATIONAL LIMITED

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of Aris international Limited to be held on the 22th day of September, 2016 at 3.30p.m. on Thursday at 129 B Ansa Industrial Estate, Saki Naka, Andheri (E), Mumbai - 400 072 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against	Abstain
ORDINARY BUSINESS				
1)	To consider and adopt the Audited Standalone Financial Statement for the financial year ended 31st March, 2016			
2)	To appoint a director in place of Mr Ramesh Chandra Mishra, who Retires by Rotation and Being Eligible offers himself for re-appointment.			
3)	To appoint Auditors and fix their remuneration.			

Signed this _____ day of _____ 2016

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Please complete all details including details of member(s) before submission.

Aris International Limited

CIN: L29130MH1995PLC249667

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

ATTENDANCE SLIP

Annual General Meeting 2015-2016

I hereby record my presence at the 21st Annual General Meeting of the Company to be held at

Name of the Member: _____

Folio/Client ID No.: _____

Name of the Proxy /Representative (in Block Letters)

(To be filled in if the Proxy / Representative attends

Instead of the Member) _____

Signature of the Member or Proxy /Representative: _____

Book Post

If Undelivered please return to:

ARIS INTERNATIONAL LIMITED

Regd. Off.: 129-B Ansa Industrial Estate,
Saki Vihar Road, Saki Naka,
Andheri (E), Mumbai - 400 072.