

**Date:** Monday, January 29, 2024

To,  
**BSE Limited,**  
P.J. Towers, Dalal Street,  
Mumbai - 400 001,  
Maharashtra, India

Respected Sir/ Ma'am,

**Ref:** Open offer made by BRCCA Services Private Limited for acquisition of up to 3,90,000 Equity Shares representing 26.00% of the Voting Share Capital of Aris International Limited ("Target Company") from the Public Shareholders of the Target Company

**Sub :** Submission of Pre Open Offer Advertisement.

We would like to inform you that, BRCCA Services Private Limited (hereinafter referred to as the 'Acquirer'), have entered into a Share Purchase Agreement dated October 17, 2023, with **Ramesh Mishra ('Promoter Seller')**, the present Promoters of the Target Company, for acquisition of 3,90,000 fully paid-up equity shares of face value of Rs.10.00 each, representing 26.00% of the Voting Share Capital of the Target Company at a negotiated price of Rs. 20.00 per Sale Share, aggregating to an amount of Rs. 78,00,000.00.

In light of the above and in accordance with the provisions of Regulation 18(7) of the SEBI (SAST) Regulations, please find enclosed the copy of **Pre Open Offer Advertisement** appeared in today's following Newspapers, namely being, Financial Express (English daily) (All Editions), Jansatta (Hindi daily) (All Editions) and Mumbai Lakshwadeep (Marathi Daily) (Mumbai Edition), for your kind perusal.

We hope your good self will find the above in order and request you to kindly upload the Pre Offer Advertisement on your website.

Thanking you,

Yours faithfully,

**For Bonanza Portfolio Limited**

  
Swati Agrawal  
(Assistant Vice President)



Encl.: As above

# ARIS INTERNATIONAL LIMITED

Corporate Identification Number: L29130MH1995PLC249667;

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

Contact No.: 022-42153479; Website: www.arisinternational.in; Email Address: arisinternationaltd@gmail.com

This Advertisement is being issued by Bonanza Portfolio Limited (the "Manager to the Offer"), for and on behalf of BRCCA Services Private Limited ("Acquirer") along with Mr. Chanakya Chirag Agarwal ("PAC") pursuant to the provisions of Regulation 18(7) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011 and subsequent amendments thereto (the "SEBI (SAST) Regulations") in respect of the Open Offer (the "Offer") to acquire upto 3,90,000 (Three Lakh Ninety Thousand) equity shares of Rs. 10/- each (Rupees Ten Only) at an offer price of Rs. 20.00 (Rupees Twenty Only) per equity share (the "Offer Price") payable in cash representing 26.00% of Voting Share Capital of Aris International Limited (the "Target Company"). Further to this, Corrigendum to the Detailed Public Statement ("Corrigendum") is also being issued pursuant to changes / amendments advised by SEBI vide its letter dated Thursday, January 11, 2024. The Detailed Public Statement ("DPS") with respect to the aforementioned offer made by the Manager to the Offer on behalf of the Acquirer along with PAC had appeared on Wednesday, October 25, 2023, in Financial Express (English) (All Editions except Lucknow, Kolkatta and Pune as there being a NO ISSUE DAY), Jansatta (Hindi) (All Editions except Lucknow, Kolkatta and Pune as there being a NO ISSUE DAY) Mumbai Lakshadweep (Marathi) (Mumbai Edition). The DPS appeared in Lucknow, Kolkatta and Pune edition on Thursday, October 26, 2023, as Wednesday, October 25, 2023 being a NO ISSUE DAY ("DPS").

This Pre-Offer Advertisement and Corrigendum should be read in conjunction with the (a) Public Announcement dated Tuesday, October 17, 2023 ("PA"), (b) DPS (c) Draft Letter of Offer dated Wednesday, November 01, 2023 ("DLOO") and (d) Letter of Offer dated Saturday, January 13, 2024, along with the Form of Acceptance-cum-Acknowledgement ("LOO"), (the PA, DPS, DLOO, and LOO are hereinafter collectively referred to as "Offer Documents") issued by the Manager to the Offer, on behalf of the Acquirer and PAC. This Pre-Offer Advertisement and Corrigendum is being published in all the newspapers in which the DPS was published.

Capitalized terms used but not defined in this pre-offer advertisement and corrigendum shall have the meanings assigned to such terms in the PA and/or DPS and/or Letter of Offer.

- Offer Price:** The Offer Price of ₹20.00 (Rupees Twenty Only) per equity share of Rs. 10/- each payable in cash. There has been no revision in the Offer Price. For further details relating to the Offer Price, please refer to Paragraph 6 (Offer Price and Financial Arrangement) beginning on page 25 of the LOO.
- Recommendations of the Committee of Independent Directors of the Target Company (IDC):** The Committee of IDC have opined that the Offer Price of ₹20.00 (Rupees Twenty Only) is fair and reasonable in accordance with the provisions of SEBI (SAST) Regulations. The IDC's recommendation was approved on Wednesday, January 24, 2024 and published on Thursday, January 25, 2024, in the same newspapers in which the DPS was published, as mentioned above.
- The Open Offer is a mandatory offer being made by the Acquirers under Regulations 3(1) and 4 of the SEBI (SAST) Regulations to the Public Shareholders of the Target Company.
- This Offer is not a competing offer in terms of Regulation 20 of SEBI (SAST) Regulations. There has been no competitive bid to this Offer.
- Purva Sharegistry (India) Private Limited, Registrar to the Offer, has confirmed that the dispatch of the Letter of Offer to all the Public Shareholders of Target Company, holding shares as on identified Date i.e. Monday, January 15, 2024, have been completed through email on Monday, January 22, 2024 and through speed post/registered post on Monday, January 22, 2024 (including email bouncecases).
- Please note that a copy of the LOO including Form of Acceptance cum Acknowledgment, is also available on the websites of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), BSE at [www.bseindia.com](http://www.bseindia.com), Target Company at [www.arisinternational.in](http://www.arisinternational.in); Registrar at [www.purvashare.com](http://www.purvashare.com), and Manager at [www.bonanzaonline.com](http://www.bonanzaonline.com).
- A summary of the procedure for tendering Equity Shares in the Offer is as below. For further details, please refer to paragraph 8 titled "Procedure for Acceptance and Settlement of the Offer" on page 29 of the Letter of Offer.
  - In the case of the Equity Shares held in dematerialised form:** The Public Shareholders who are holding the Equity Shares in demat form and who desire to tender their Equity Shares in this Offer shall approach their Selling Broker/ Seller Member, indicating details of Equity Shares they wish to tender in this Offer. The Public Shareholders holding shares in Demat mode are not required to fill any Form of Acceptance-cum-Acknowledgement, unless required by their respective Selling Broker.
  - In the case of the Equity Shares held in physical form:** The Public Shareholders who are holding physical Equity Shares and intend to participate in the Offer will be required to approach their respective Selling Broker along with the complete set of documents for verification procedures to be carried out including the Form of Acceptance-cum-Acknowledgement duly signed (by all Public Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares along with the documents specified in the LOO (including original share certificate(s), valid share transfer deed and self-attested copy of the Public Shareholder's PAN card) to the Registrar to the Offer on or before the Offer Closing Date (by 5.00 p.m.). The envelope should be superscribed as "Aris International Ltd - Open Offer".
  - In case of non-receipt of the Letter of Offer,** such Public Shareholders of the Target Company may download the same from the SEBI website ([www.sebi.gov.in](http://www.sebi.gov.in)) or BSE website ([www.bseindia.com](http://www.bseindia.com)) or obtain a copy of the same from the Registrar to the Offer on providing suitable documentary evidence of holding of the Equity Shares of the Target Company. Alternatively, in case of non-receipt of the Letter of Offer, shareholders holding shares may participate in the Offer by providing their application in plain paper in writing signed by all shareholder, stating name, address, number of shares held, client ID number, DP name, DP ID number, number of shares tendered and other relevant documents such as physical share certificate and Form SH-4 in case of shares being held in physical form. Such shareholders have to ensure that their order is entered in the electronic platform to be made available by BSE before the closure of the Offer. It may be noted that no indemnity is required from the unregistered shareholders.
- In terms of Regulation 16(1) of the SEBI (SAST) Regulations, the DLOO was submitted to SEBI on Wednesday, November 01, 2023. SEBI vide its letter 'SEBI/HO/CFD/DCR/RAC-1/POW/2024/1533/1' dated January 11, 2024 ("SEBI Letter"), issued its comment on the DLOO. The comments specified in the SEBI Letter have been incorporated in the Letter of Offer.
- Material updates since the date of the Public Announcement : There are no material updates in relation to this Open Offer since the date of Public Announcement.
- To the best of the knowledge of the Acquirer and PAC, as on the date of LOO, no statutory approvals are required by the Acquirer and PAC to complete this Offer. However, in case of any statutory approvals being required at a later date, this Offer will be subject to such approvals.
- The schedule of activities has been revised and necessary changes have been incorporated in the LOO. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI (SAST) Regulations and the same is as under

Schedule of Activities	Tentative schedule	Revised schedule
	Day and Date	Day and Date
Date of the Public Announcement	Tuesday, October 17, 2023	Tuesday, October 17, 2023
Publication of Detailed Public Statement in newspapers	Wednesday, October 25, 2023	Wednesday, October 25, 2023
Date of filing of the Draft Letter of Offer with the SEBI	Wednesday, November 01, 2023	Wednesday, November 01, 2023
Last date of a Competing Offer	Thursday, November 16, 2023	Thursday, November 16, 2023
Last Date of SEBI's Observation shall be received	Thursday, November 23, 2023	Thursday, January 11, 2024
Identified Date*	Tuesday, November 28, 2023	Monday, January 15, 2024
Date by which the Letter of Offer will be dispatched to the shareholders	Tuesday, December 05, 2023	Monday, January 22, 2024
Last date for publication of the recommendations of the committee of the independent directors	Friday, December 08, 2023	Thursday, January 25, 2024
Last date for revising the Offer Price/Offer Size	Monday, December 11, 2023	Monday, January 29, 2024
Offer Opening Public Announcement	Monday, December 11, 2023	Monday, January 29, 2024
Date of commencement of tendering period (Open Date)	Tuesday, December 12, 2023	Tuesday, January 30, 2024
Date of closing of tendering period (Close Date)	Tuesday, December 26, 2023	Monday, February 12, 2024
Date by which all requirements including payment of consideration would be completed	Tuesday, January 09, 2024	Tuesday, February 27, 2024

\*Identified Date is only for the purpose of determining the names of the Public Shareholders to whom the LOO is sent. All the public shareholders (registered or unregistered) of the Equity Shares (except the Acquirer and the parties to the SPA) are eligible to participate in this Offer any time before the closure of this Offer.

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

The changes in point 9 above, wherever appeared in DPS on Wednesday, October 25, 2023 should be read accordingly.

- The Acquirer and PAC accepts full responsibility for the information contained in this Advertisement and for the fulfillment of its obligations laid down in the SEBI (SAST) Regulations. A copy of this Advertisement shall also be available on website of the SEBI accessible at [www.sebi.gov.in](http://www.sebi.gov.in), BSE accessible at [www.bseindia.com](http://www.bseindia.com), Target Company at [www.arisinternational.in](http://www.arisinternational.in), Registrar at [www.purvashare.com](http://www.purvashare.com), and Manager at [www.bonanzaonline.com](http://www.bonanzaonline.com).



## MANAGER TO THE OFFER

BONANZA PORTFOLIO LIMITED

CIN: U65991DL1993PLC052280

Bonanza House, Plot No. M-2, Cama Industrial Estate, Bahadur Road, Behind The Hub, Goregaon (East), Mumbai - 400 063

Contact Person: Ms. Swati Agrawal

Tel No.: +91 22 62735500/ 68363700

Email: [swati.agrawal@bonanzaonline.com](mailto:swati.agrawal@bonanzaonline.com)

SEBI Registration No.: INM000012306

Validity: Permanent



## REGISTRAR TO THE OFFER

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

CIN: U67120MH1993PTC074079

Unit No. 9, Ground Floor, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011

Tel No.: + 91 22 31998810/ 49614132

Email: [support@purvashare.com](mailto:support@purvashare.com)

Website: [www.purvashare.com](http://www.purvashare.com)

Contact Person: Ms. Deepali Dhuri

SEBI Registration Number: INR000001112

Validity: Permanent

For and on behalf of the Acquirer and PAC  
BRCCA Services Private Limited along with Mr. Chanakya Chirag Agarwal

Date: Saturday, January 27, 2024

Place: Mumbai