

**PUBLIC ANNOUNCEMENT UNDER REGULATION 3(1) AND REGULATION 4 READ WITH REGULATION 13, REGULATION 14 AND REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THERETO FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF ARIS INTERNATIONAL LIMITED**

Open offer for acquisition of up to 3,90,000 (Three Lakh Ninety Thousand) fully paid-up equity shares of face value of Rs. 10/- each (“Equity Share”), representing the 26% (Twenty Six Percent) of the Expanded Share Capital (*as defined below*) of Aris International Limited (the “Target Company”) at an offer price of Rs. 10/- (Rupees Ten Only) per Equity Share, from the Public Shareholders (*as defined below*) of the Target Company by Mr. Ramesh Mishra (“Acquirer”) pursuant to and in compliance with the requirements of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and subsequent amendments thereto (“SEBI (SAST) Regulations”) (“Offer” or “Open Offer”). No person is acting in concert with the Acquirer for the purpose of this Open Offer.

This public announcement (“Public Announcement” or “PA”) is being issued by Fedex Securities Private Limited (“Manager to the Offer”) for and on behalf of the Acquirer to the Public Shareholders of the Target Company pursuant to and in compliance with the provisions of Regulations 3(1) and 4, read with Regulations 13, 14, 15(1) and such other applicable regulations of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and subsequent amendments thereto (the “SEBI (SAST) Regulations”).

**Definition:**

For the purpose of this PA, the following terms would have the meaning assigned to them below:

- a) “Equity Shares” - shall mean the fully paid-up equity shares of the Target Company of face value of Rs. 10/- (Rupees Ten only) each.
- b) “Expanded Share Capital” – shall mean the total voting equity share capital of the Target Company on a fully diluted basis as of the 10<sup>th</sup> (Tenth) working day from the closure of the tendering period for the Open Offer, including the 10,37,990 (Ten Lakhs Thirty Seven Thousand Nine Hundred and Ninety) Equity Shares to be allotted by the Target Company to the Acquirer by way of the Preferential Allotment (*as defined below*), subject to the approval of the shareholders of the Target Company and other statutory / regulatory approvals.
- c) “Open Offer” or “Offer” means the open offer for the acquisition of up to 3,90,000 (Three Lakh Ninety Thousand) Equity Shares, representing 26% (twenty six percent) of the Expanded Share Capital from the Public Shareholders.
- d) “Pre-Issue Paid up Equity Share Capital” shall mean the paid-up Equity Share Capital of the Target Company prior to the Preferential Issue i.e. Rs. 46,20,100 (Rupees Forty-Six Lakhs Twenty Thousand One Hundred only) divided into 4,62,010 (Four Lakh Sixty-Two Thousand and Ten) Equity Shares of Rs. 10/- (Rupees Ten only) each.
- e) “Preferential Issue” shall mean the preferential issue of fully paid up 10,37,990 (Ten Lakh Thirty-Seven Thousand Nine Hundred and Ninety) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each equity shares as approved by the Board of Directors of the Target Company at their meeting held on August 17, 2022, subject to the approval of the members and other regulatory approvals, if any.

- f) **“Public Shareholders”** shall mean all the public shareholders of the Target Company who are eligible to tender their Equity Shares in the Offer, except the Acquirer, existing members of the promoter and promoter group of the Target Company, and persons deemed to be acting in concert with the Acquirer.
- g) **“Working Day”** means any working day of the Securities and Exchange Board of India (**“SEBI”**).

## 1. OFFER DETAILS

- 1.1. **Offer Size:** 3,90,000 (Three Lakh Ninety Thousand) Equity Shares representing 26.00% of the Expanded Share Capital of the Target Company (as on the 10<sup>th</sup> (tenth) working day from the closure of the tendering period for the Open Offer), subject to the terms and conditions mentioned in this Public Announcement, and to be set out in the Detailed Public Statement (the **“DPS”**) and the Letter of Offer (the **“LOF”**), that are proposed to be issued in accordance with the SEBI (SAST) Regulations.
- 1.2. **Offer Price/consideration:** This cash Offer is being made at a price of Rs. 10/- (Rupees Ten Only) per Offer Share. The Equity Shares of the Target Company are infrequently traded in accordance with the provisions of Regulation 2 (1) (j) of the SEBI (SAST) Regulations, and hence the Offer Price has been determined in accordance with the parameters prescribed under Regulations 8 (2) of the SEBI (SAST) Regulations. Assuming full acceptance under this Offer, the aggregate consideration payable to the Public Shareholders in accordance with the SEBI (SAST) Regulations will be Rs. 39,00,000/- (Rupees Thirty-Nine Lakhs Only).
- 1.3. **Mode of Payment:** The Offer Price is payable in cash by the Acquirer, in accordance with the provision of Regulation 9(1)(a) of the SEBI (SAST) Regulations.
- 1.4. **Type of Offer:** This Offer made by the Acquirer is a mandatory offer in compliance with Regulations 3(1) and 4 of the SEBI (SAST) Regulations. This Open Offer is not subject to any minimum level of acceptance.

## 2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (“UNDERLYING TRANSACTION”)

Details of Underlying Transaction**						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for equity shares /Rs acquired (in Rs. Lakh)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of total / Expanded Share Capital			
Direct	The board of directors of the Target Company passed a resolution on August 17, 2022, authorizing the issue and allotment of Equity Shares by way of a	10,37,990 Equity Shares	69.20% of Expanded Share Capital*	103.80	Cash	Regulation 3(1) and 4 of SEBI (SAST) Regulations, 2011

	preferential allotment (“Preferential Allotment”).					
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\* This percentage has been calculated on the basis of Expanded Share Capital of the Target Company.

\*\*Upon completion of the Offer, the Promoter shall not hold any management control, nor do they hold any Equity Shares of the Target Company, and shall cease to be promoters of the Target Company and the Acquirer shall be the new promoters of the Target Company, subject to compliance with conditions specified in Regulation 31A of the SEBI (LODR) Regulations.

### 3. ACQUIRER

Details		Acquirer	Total
<b>Name of Acquirer</b>		Mr. Ramesh Mishra	
<b>Address</b>		Flat No. 1204, Tower 6, Emerald Isle, Saki Vihar Road, L & T Gate No. 6, Powai, Mumbai – 400 072, Maharashtra, India	
<b>Name(s) of persons in control /promoters of Acquirers/ PACs where Acquirer/ PAC are companies</b>		N. A	-
<b>Name of the Group, if any, to which the Acquirers belong to</b>		None	-
<b>Pre transaction shareholding</b>	<b>No. of Equity Shares</b>	64,370 (Sixty-Four Thousand Three Hundred Seventy)	<b>64,370 (Sixty-Four Thousand Three Hundred Seventy)</b>
	<b>% of total Expanded Share Capital</b>	4.29%	<b>4.29%</b>
<b>Proposed shareholding after acquisition of shares which triggered the Open Offer</b>	<b>No. of Equity Shares</b>	1,102,360 (Eleven Lakh Two Thousand Three Hundred and Sixty)	<b>1,102,360 (Eleven Lakh Two Thousand Three Hundred Sixty)</b>
	<b>% Of total Expanded Share Capital</b>	73.49%	<b>73.49%</b>
<b>Proposed shareholding after the acquisition of shares (including Offer Shares assuming full acceptance) which triggered the Open Offer**</b>	<b>No. of Equity Shares</b>	14,92,360 (Fourteen Lakhs Ninety-Two Thousand Three Hundred Sixty)	<b>14,92,360 (Fourteen Lakhs Ninety-Two Thousand Three Hundred Sixty)</b>
	<b>% Of total Expanded Share Capital</b>	99.49%**	<b>99.49%**</b>
<b>Any other interest in the Target Company</b>		1) Mr. Ramesh Mishra, the Acquirer is the Non-Executive Director of the Target Company. 2) Ms. Ira Mishra, daughter of the Acquirer is the Managing Director of the Target Company*	

	3) Acquirer holds 64,370 Equity shares representing 4.29% of Expanded Share Capital of the Target Company.	
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*\*There are no Persons Acting in Concert in relation to the Offer within the meaning of Regulation 2(1)(q)(1) of the SEBI SAST Regulations. While persons may be deemed to be acting in concert with the Acquirer (“Deemed PACs”), such Deemed PACs are not acting in concert with the Acquirer for the purposes of this Offer, within the meaning of Regulation 2(1)(q)(1) of the SEBI (SAST) Regulations.*

*\*\* In terms of regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) read with Rule 19(2) and 19A of the Securities Contract (Regulation) Rules, 1957, (the “SCRR”), as amended from time to time, the Target Company is required to maintain at least 25% public shareholding on a continuous basis for listing. As a result of the acquisition of Equity Shares in this Open Offer, pursuant to the Offer, the public shareholding in the Target Company falls below the minimum level required as per Rule 19A of the SCRR, the Acquirer will ensure that the Target Company satisfies the minimum public shareholding set out in Rule 19A of the SCRR in compliance with applicable laws.*

#### 4. DETAILS OF SELLING SHAREHOLDER – Not Applicable

#### 5. TARGET COMPANY


<b>Name of the Target Company:</b>	Aris International Limited
<b>CIN:</b>	L29130MH1995PLC249667;
<b>ISIN</b>	INE588E01026;
<b>Exchange Listed</b>	BSE Limited (Scrip Code: 531677, Group: XT / T+1);
<b>Registered Office:</b>	129, B Ansa Industrial Estate Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400072, India;
<b>Email id:</b>	<a href="mailto:arisinternationaltd@gmail.com">arisinternationaltd@gmail.com</a>

#### 6. OTHER DETAILS

- 6.1. Further details of the Offer shall be published in the DPS which shall be published on or before **Wednesday, August 24, 2022** i.e. within 5 (five) working days from the Public Announcement, should have made as required under Regulation 13(4) of the SEBI (SAST) Regulations. The DPS shall contain details of the Offer including information on the Offer Price, the Acquirer and the Target Company, the background to the Offer, the statutory approvals required for the Offer and details of financial arrangements and other terms of the Offer. The DPS will be published, as required by Regulation 14(3) of the SEBI (SAST) Regulations, in all editions of any one English national daily newspaper with wide circulation, any one Hindi national daily newspaper with wide circulation, any one regional language daily newspaper with wide circulation at the place where the registered office of the Target Company is situated, and any one regional language daily newspaper at the place of the stock exchange where the maximum volume of trading in the Equity Shares was recorded during the 60 (sixty) trading days preceding the date of this Public Announcement i.e. Mumbai.
- 6.2. The Acquirer accepts full responsibility for the information contained in this Public Announcement (“PA”). The Acquirer undertakes that they are aware of and will comply with their obligations of the Acquirer as laid down in the SEBI (SAST) Regulations, 2011. The Acquirer confirms that they have adequate financial resources to meet its obligations under the Open Offer and have made firm financial arrangements for

financing the acquisition of the Offer Shares, through verifiable means, in terms of Regulation 25(1) of the SEBI (SAST) Regulations.

- 6.3. The Open Offer is not conditional upon any minimum level of acceptance pursuant to the terms of Regulation 19(1) of the SEBI (SAST) Regulations.
- 6.4. This Offer is not a competing offer in terms of Regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.5. All the Information pertaining to Target Company contained in this Public Announcement has been obtained from publicly available sources or the Target Company.
- 6.6. This Public Announcement is made with a delay of 2 days.
- 6.7. In this Public Announcement, any discrepancy in figures as a result of multiplication or totaling is due to rounding off.

Issued by the Manager to the Open Offer on behalf of the Acquirer:		For and on behalf of Acquirer:
	<b>FEDEX SECURITIES PRIVATE LIMITED</b> B7, Jay Chambers, Dayaldas Road, Vile Parle East, Mumbai – 400057, Maharashtra, India; <b>Tel. No.:</b> +91 81049 85249; <b>Email:</b> <a href="mailto:mb@fedsec.in">mb@fedsec.in</a> ; <b>Website:</b> <a href="http://www.fedsec.in">www.fedsec.in</a> <b>Contact Person:</b> Saipan Sanghvi <b>SEBI Registration Number:</b> INM000010163	<b>Sd/-</b>  <b>Ramesh Mishra</b>

**Place:** Mumbai

**Date:** August 19, 2022