ARIS International Ltd.

Date: 04th September, 2026

To,
Listing Department
BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai- 400001

Scrip Code: 531677

ISIN: INE588E01026

Subject: Notice of 31st Annual General Meeting.

Dear Sir/Madam,

This is to inform you that the 31st Annual General Meeting ("AGM") of the Company is scheduled to be held on Tuesday, 29th September, 2026 at 01.00 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

The Notice of the 31st Annual General Meeting (AGM) is enclosed herewith.

You are requested to kindly take the above information on record.

Thanking you,
Yours Faithfully,
For **Aris International Limited**
Digitally signed by DINESH PARMESWAR DHANGARE
Mr. Dinesh Dhangare
Director
DIN: 11418438

Aris International Limited

CIN No. L29130MH1995PLC249667

www.arisinternational.in info@arisintl.com ✆ 91 92234 00434

Office No: WeWork Oberoi Commerz II, 20th Floor, CTS No. 95, 4B, 3 & 4, 590, Off W. E. Highway, Oberoi Garden City, Goregaon East (D2), Mumbai – 400063, Maharashtra

Notice is hereby given that the 31st Annual General Meeting ("AGM") of the Members of the Company will be held on Tuesday, 29th September, 2026 at 01.00 P.M. IST through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to transact the following business:

<u>ORDINARY BUSINESS:</u>

1. **To receive, consider and adopt the Audited Standalone Financial Statement of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and the Statutory Auditors thereon**;

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

   "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026 together with the Reports of the Board of Directors and the Auditors thereon, as circulated to the Members, be and are hereby received, considered and adopted."

2. **To appoint a Director in place of Mr. Dinesh Dhangare (DIN: 11418438), who retires by rotation and, being eligible, offers himself for re-appointment;**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Dinesh Dhangare (DIN: 11418438), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

<u>SPECIAL BUSINESS:</u>

3. **Appointment of Mr. Dinesh Dhangare (DIN: 11418438) as Director of the Company;**

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

   "RESOLVED THAT pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Dinesh Dhangare (DIN: 11418438), who was appointed as an Additional Director of the Company with effect from 15th December, 2025 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority."

4. **Appointment and Change in Designation of Mr. Dinesh Dhangare (DIN: 11418438) from Director to Managing Director of the Company;**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for the appointment and change in designation of Mr. Dinesh Dhangare (DIN: 11418438**)** from Director to Managing Director of the Company with effect from 15th December, 2025 for a period of five (5) years up to 14th December, 2030, liable to retire by rotation, on such terms and conditions as set out in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority."

5. **Appointment of Mr. Santosh Hambare (DIN: 11523270) as Director of the Company**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Santosh Hambare (DIN: 11523270)**,** who was appointed as an Additional Director of the Company with effect from 5th February, 2026 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority."

6. **Appointment of Mr. Eknath Bade (DIN: 11523239) as Non-Executive Independent Director of the Company;**

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

   "RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Eknath Bade (DIN: 11523239)**,** who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 5th February, 2026 and who holds office up to the date of this Annual General Meeting, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company for a term of five (5) consecutive years commencing from 5th February, 2026 up to 4th February, 2031, not liable to retire by rotation.

   RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and to make such modifications as may be required by any statutory authority."

On behalf of the Board of Directors
For Aris International Limited

Sd/-

Dinesh Dhangare
Chairman & Director
DIN: 11418438

Date: 18-08-2026
Place: Mumbai

NOTES

1. The AGM is being held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") in accordance with the applicable MCA and SEBI Circulars. Members attending the AGM through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013. Proxy Form, Attendance Slip and Route Map are therefore not annexed to this Notice.

2. Institutional/Corporate Shareholders are required to send a scanned copy of the Board Resolution/Authorisation authorising their representative to attend and vote at the AGM to the Scrutinizer at csajassociates74@gmail.com.

3. The Notice of AGM and Annual Report for FY 2025-26 are being sent electronically to Members whose email addresses are registered with the Company/RTA/Depositories. The same will also be available on the Company's website at www.arisinternational.in and on www.bseindia.com. A web-link letter shall be sent to Members whose email IDs are not registered.

4. Pursuant to Section 108 of the Companies Act, 2013 and Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting and e-voting during the AGM through Central Depository Services (India) Limited ("CDSL").

5. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date, Tuesday, 22nd September, 2026.

6. The remote e-voting period shall commence on Saturday, 26th September, 2026 at 9:30 A.M. (IST) and end on Monday, 28th September, 2026 at 5:00 P.M. (IST). Thereafter, the e-voting module shall be disabled by CDSL.

7. Members who have already cast their vote through remote e-voting may attend the AGM through VC/OAVM but shall not be entitled to vote again during the AGM.

8. Members who are present at the AGM through VC/OAVM and have not cast their vote through remote e-voting shall be eligible to vote through the e-voting facility available during the AGM.

9. Members may join the AGM through VC/OAVM 15 minutes before and after the scheduled time of commencement of the AGM by following the instructions provided in this Notice.

10. The Board of Directors of the Company has appointed M/s. Ajay Yadav & Associates, Practising Company Secretaries, represented by Mr. Ajay Yadav (Membership No. A75958 and Certificate of Practice No. 27919), as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.

11. Members who wish to express their views or ask questions may register themselves as speakers by sending their request to info@arisintl.com within the timeline specified by the Company.

12. All documents referred to in this Notice shall be available for electronic inspection by Members up to the date of the AGM.

13. Members holding shares in physical form are requested to update their PAN, KYC, bank details and nomination with the RTA in accordance with applicable SEBI requirements.

For any queries relating to e-voting or participation in the AGM, Members may contact CDSL at helpdesk.evoting@cdslindia.com or Toll-Free No. 1800 21 09911.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Saturday, 26th September, 2026 at 9:30 A.M. (IST) and ends on Monday, 28th September, 2026 at 5:00 P.M. (IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialised form, as on the Cut-off Date of Tuesday, 22nd September, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular**,** Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	**Login Method**
Individual Shareholders holding securities in Demat mode with **CDSL Depository**	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on **company name or e-Voting service provider name** and you will be re-directed to **e-Voting service provider website** for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	**Helpdesk details**
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1) The shareholders should log on to the e-voting website www.evotingindia.com.
2) Click on "Shareholders" module.
3) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.
5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Aris International Limited on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@arisintl.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

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

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

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

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

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who wish to express their views or ask questions during the AGM may register themselves as a speaker by sending their request, along with their name, demat account number/folio number, email ID and mobile number, to info@arisintl.com on or before Friday, 11th September, 2026. Shareholders who do not wish to speak but have queries may send the same to the above email ID by the said date. The Company will suitably respond to such queries by email.

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

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

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

<u>EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, FORMING PART OF THE NOTICE</u>

As required under Section 102(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution Nos. 3 to 6.

Item No. 3: Appointment of Mr. Dinesh Dhangare (DIN: 11418438) as Director of the Company;

Mr. Dinesh Dhangare (DIN: 11418438) was appointed as an Additional Director of the Company with effect from 15th December, 2025 pursuant to the provisions of the Companies Act, 2013 and holds office up to the date of the ensuing Annual General Meeting.

Considering his experience and contribution towards the affairs of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved his appointment as Director of the Company, subject to approval of the Members.

The Company has received necessary declarations, consents and confirmations including confirmation regarding non-disqualification under the Companies Act, 2013.

Except Mr. Dinesh Dhangare and/or his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 3 of the accompanying Notice for approval of the Members.

Item No. 4: Appointment and Change in Designation of Mr. Dinesh Dhangare (DIN: 11418438) from Director to Managing Director of the Company;

Mr. Dinesh Dhangare (DIN: 11418438) was appointed as an Additional Director of the Company with effect from 15th December, 2025 pursuant to the provisions of the Companies Act, 2013 and holds office up to the date of the ensuing Annual General Meeting.

Considering his experience, knowledge and contribution towards the affairs of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved his appointment as Director and change in designation as Managing Director of the Company for a period of five consecutive years commencing from 15th December, 2025 up to 14th December, 2030, subject to approval of the Members.

The appointment shall be on such terms and conditions as approved by the Board of Directors and as may be permissible under the provisions of the Companies Act, 2013 and Schedule V thereto.

The Company has received necessary declarations, consents and confirmations from Mr. Dinesh Dhangare including confirmation regarding non-disqualification under the Companies Act, 2013.

Except Mr. Dinesh Dhangare and/or his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

Item No. 5: Appointment of Mr. Santosh Hambare (DIN: 11523270) as Director of the Company

Mr. Santosh Hambare (DIN: 11523270) was appointed as an Additional Director in the category of Non-Executive Non-Independent Director of the Company with effect from 5th February, 2026 pursuant to the provisions of the Companies Act, 2013 and holds office up to the date of the ensuing Annual General Meeting.

Mr. Santosh Hambare has experience in accounting functions and possesses working knowledge of financial records, compliance requirements and basic corporate procedures.

Considering his experience and knowledge, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, approved his appointment as Non-Executive Non-Independent Director of the Company, subject to approval of the Members.

The Company has received necessary declarations, consents and confirmations including confirmation regarding non-disqualification under the Companies Act, 2013.

Except Mr. Santosh Hambare and/or his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Board recommends the Ordinary Resolution set out at Item No. 5 of the accompanying Notice for approval of the Members.

Item No. 6: Appointment of Mr. Eknath Bade (DIN: 11523239) as Non-Executive Independent Director of the Company;

Mr. Eknath Bade (DIN: 11523239) was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company with effect from 5th February, 2026 pursuant to the provisions of the Companies Act, 2013 and holds office up to the date of the ensuing Annual General Meeting.

Mr. Eknath Bade has experience in accounting and finance, with working knowledge of basic accounting principles, statutory compliances and financial reporting.

The Company has received the requisite consent and declarations from Mr. Eknath Bade, including a declaration that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations, and that he is not disqualified from being appointed as a Director under the applicable provisions of the Act.

Considering his experience, knowledge and expertise, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, is of the opinion that his association with the Company would be beneficial to the Company and accordingly approved his appointment as a Non-Executive Independent Director for a term of five consecutive years commencing from 5th February, 2026 up to 4th February, 2031, not liable to retire by rotation, subject to approval of the Members.

Except Mr. Eknath Bade and/or his relatives, none of the Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.
Accordingly, the Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for approval of the Members.

Annexure

Details of Directors seeking appointment/re-appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings

Description	**Details**
Name of the Director	Mr. Dinesh Dhangare
Designation	Managing Director
Nationality	Indian
DIN	11418438
Date of Appointment	15th December, 2025
Qualification and Experience	Mr. Dinesh Dhangare is a graduate with foundational knowledge in business and corporate practices. He possesses exposure to general administration, compliance orientation, and organizational processes. With a disciplined and professional approach, he brings fresh perspective and supports the Board through constructive participation in governance matters. His academic background and practical outlook are expected to add value to the Company's decision-making and oversight functions.
Number of Board meetings attended FY:2025-26	Two (2)
List of Directorship held in all the Companies	Nil
Membership/ Chairmanship of Committees of Board of Directors in all the Companies	Aris International Limited: Member of Audit Committee, Nomination Remuneration Committee and Stakeholder Relationship Committee
Listed entities from which the person has resigned in the past 3 years	Not Applicable
Shareholding in Company	Not Applicable
Relationship between directors *inter se* and other KMP of the Company	Not Applicable
Terms and conditions of appointment with details of remuneration last drawn	Appointment as Managing Director for a period of five consecutive years commencing from 15th December, 2025 up to 14th December, 2030, liable to retire by rotation.
Remuneration sought to be paid	Nil

Description	**Details**	**Details**
Name of the Director	Mr. Santosh Babarao Hambare	Mr. Eknath Ramkrushna Bade
Designation	Additional Director – Non-Executive Non-Independent	Additional Director – Non-Executive Independent.
Nationality	Indian	Indian
DIN	11523270	11523239
Date of Appointment	5th February, 2026	5th February, 2026
Qualification and Experience	Mr. Santosh Babarao Hambare has experience in accounting functions and possesses working knowledge of financial records, compliance requirements, and basic corporate procedures	Mr. Eknath Ramkrushna Bade has experience in accounting and finance, with working knowledge of basic accounting principles, statutory compliances, and financial reporting.
Number of Board meetings attended FY:2025-26	1	1
List of Directorship held in all the Companies	Not Applicable	Not Applicable
Membership/ Chairmanship of Committees of Board of Directors in all the Companies	Aris International Limited: Member of Audit Committee and Nomination Remuneration Committee and Chairperson of Stakeholder Relationship Committee	Aris International Limited: Chairperson of Audit Committee and Nomination Remuneration Committee and Member of Stakeholder Relationship Committee
Listed entities from which the person has resigned in the past 3 years	Not Applicable	Not Applicable
Shareholding in Company	Not Applicable	Not Applicable
Relationship between directors*inter se* and other KMP of the Company	Not Applicable	Not Applicable
Terms and conditions of appointment with details ofremuneration last drawn	Appointment as Non-Executive Non-Independent Director, liable to retire by rotation.	Appointment as Non-Executive Independent Director for a term of five consecutive years commencing from 5th February, 2026 up to 4th February, 2031, not liable to retire by rotation.
Remuneration sought to be paid	Not Applicable	Not Applicable
Skills and capabilities required / Justification for appointment	Not Applicable	Experience in accounting, finance, statutory compliances and financial reporting and ability to provide independent oversight.