



NOTICE OF THE TWENTY THIRD ANNUAL GENERAL MEETING

To,
The Members of
Aris Capital Private Limited,
60C Colootola Street, Kolkata – 700 073

Notice is hereby given that the Twenty Third Annual General Meeting of the Members of Aris Capital Private Limited will be held on Wednesday, September 26, 2018 at 11 A.M. at PS Srijan Corporate Park, GP- Block, Tower 1, 7th Floor, Suite No. 703, Sector V, Salt Lake City, Kolkata – 700 091, West Bengal to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss for the financial year ended 31st March, 2018 along with notes on Financial Statements and Auditors' Report thereon and Boards' Report for the year ended 31st March, 2018 and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:

“**RESOLVED THAT** the Company do hereby adopt the Audited Balance Sheet as at 31st March, 2018, Cash flow statement and the Statement of Profit and Loss for the financial year ended 31st March 2018 along with Notes on Financial Statements and Auditors' Report thereon and Boards' Report for the year ended 31st March, 2018.”

2. To approve ratification and confirm appointment of M/s. Maroti & Associates, Chartered Accountants as the Statutory Auditors of the Company, based on the recommendation of the Board, for the financial year 2018-19, i.e. from the conclusion of the ensuing AGM (Twenty Third AGM) till the conclusion of the Twenty Fourth AGM of the Company and if thought fit, to pass the following resolution with or without modification(s) as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and such other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and pursuant to the resolution passed by the Members at the Extra-ordinary General Meeting (EGM) held on April 13,, 2018 in respect of appointment of the auditors, M/s.Maroti & Associates, Chartered Accounts (Registration No.322770E) till the conclusion of the AGM to be held in the year 2018, the Company hereby ratifies and confirms the appointment of M/s. Maroti & Associates, as Auditors of the Company for the financial year 2018-19, i.e. from the conclusion of the ensuing AGM (Twenty Third AGM) till the conclusion of the Twenty Fourth AGM of the Company and that the Board of Directors be and are hereby authorized to fix their remuneration”.



ARIS CAPITAL

Aris Capital Private Limited

Registered Office : 60/C, Colootola Street, Kolkata-700073/India
CIN :U65910WB1995PTC068566

Special Business:

3. To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

To increase the borrowing limit of the Company

“**RESOLVED THAT** pursuant to Section 180(1)(c) and all other enabling provisions of the Companies Act, 2013, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and in terms of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) for borrowing from time to time any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may deem fit which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid up capital of the company and its free reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount of money/ moneys so borrowed shall not exceed Rs. 250 crores (Rupees Two Hundred Fifty Crores Only).”

“**RESOLVED FURTHER THAT** the directors of the Company be and is hereby severally or jointly authorised to do and perform all such acts, deeds and things and to take all steps as may be considered necessary, proper and expedient to carry on the purpose of this resolution.”

By **Order of the Board of Directors**

For Aris Capital Private Limited

Sd/-

Moushume Hazarika
Company Secretary

Date: September 4, 2018

Place: Kolkata

Registered Office:, 60C Colootola Street ,Kolkata - 700073



ANNEXURE TO THE NOTICE

(The statement as per the provisions of Section 102 of the Companies Act, 2013)

Item No 3:

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Section 180 of the Companies Act, 2013 inter alia stipulates that the power to borrow money, where the money to be borrowed, together with the money already borrowed by the company will exceed aggregate of its paid-up share capital and free reserves, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business shall be exercised by the Board of Directors of the Company only with assent of the Shareholders by the Special Resolution passed at the General Meeting following powers/discretions. Considering & keeping in view the funds already borrowed by the Company together with likely borrowing requirements of the Company in the coming year, in order to meet funds requirements in respect of the business undertaken or to be undertaken by the Company, which may or will exceed the limit prescribed earlier under Sub Section(1)(c) of section 180, it is hereby proposed to authorize Board to borrow upto a sum of Rs. 250 crores (Rupees Two Hundred Fifty Crores Only) in any manner as the Board may think necessary or fit do so.

The Board recommends Special Resolutions for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in anyway, concerned or interested in the said Resolutions.

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

- 2. MEMBERS ARE REQUESTED TO INTIMATE CHANGE, IF ANY, IN THEIR ADDRESS TO THE COMPANY AT ITS REGISTERED OFFICE.**
- 3. THE MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.**
- 4. IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHO IS HIGHER IN THE ORDER OF NAMES WILL BE ENTITLED TO VOTE.**



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Regd. Office: 60C Colootola Street ,Kolkata – 700073

CIN: U65910WB1995PTC068566 **E-mail:** finance@ariscapital.in **website:**
www.ariscapital.in **Ph:** 033 4050 8300 **Fax:** 033 4050 8326

ATTENDANCE SLIP

ANNUALGENERAL MEETING – September 26, 2018 AT 11 A.M

Folio No:.....

Name:.....

.....

Address :

.....

....

.....

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PLEASE COMPLETE THIS
ATTENDANCE SLIP AND HAND
OVER AT THE ENTRANCE OF
THE MEETING HALL

I certify that I am a registered member/proxy for the registered member of the Company.

I hereby record my presence at the Annual General Meeting of the Company at PS Srijan Corporate Park, GP- Block, Tower 1, 7th Floor, Suite No. 703, Sector V, Salt Lake City, Kolkata – 700 091 on September 26, 2018.

.....
First / Sole holder / Proxy
Proxy

.....
Second holder / Proxy

.....
Third holder /



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PROXY FORM

Form No. MGT-11

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

Name of the member(s) :

.....

Registered address :

.....

E-mail ID :

.....

Folio No.:

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

(1) Name

.....

Address:

.....

E-mail Id : , or failing him

(2) Name

.....

Address

.....

E-mail Id : , or failing him

(3) Name

.....

Address

.....

E-mail Id :

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on the September 26, 2018 at 11 a.m. at PS Srijan Corporate Park, GP- Block, Tower 1, 7th Floor, Suite No. 703, Sector V, Salt Lake City, Kolkata – 700 091 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

Aris Capital Private Limited is Non-Banking Finance Company registered with the Reserve Bank of India
Corporate Office :PS Srijan Corporate Park,Tower 1, Unit No.703, Plot No. G2, Block GP, Sec-V, Salt Lake, Kolkata – 700091
Ph: + 91 33 40508300, Fax: + 91 33 40508326, Email : contact@ariscapital.in
All subject to Kolkata jurisdiction



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Registered Office : 60/C, Colootola Street, Kolkata-700073/India
CIN :U65910WB1995PTC068566

Sr. No	Resolution	For	Against
1	To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2018		
2	To approve ratification and confirm appointment of M/s Maroti & Associates, Chartered Accountants as Statutory Auditors of the Company		

Special Business:

Sr. No	Resolution	For	Against
1	To increase the borrowing limit of the Company		

Signed this _____ day _____ of 2018

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Signature of Shareholder

Affix revenue stamp of Re.1

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First / Sole holder / Proxy
Proxy

.....
Second holder / Proxy

.....
Third holder /

Note:

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.

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