

March 18, 2026

BSE Limited Listing Department- Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001, Scrip Code- 544419	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051, Symbol: ARIS
---	--

Dear Sir/ Madam,

Sub: Intimation of the Scheme of Amalgamation under Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with any amendments thereto from time to time (the ‘**SEBI Listing Regulations**’) and read with the relevant SEBI Master Circular No Ho/49/14/14(7)2025-Cfd-Pod2/I/3762/2026 dated January 30, 2026, and this is to inform that Board of Directors (**‘Board’**) of Arisintra Solutions Limited (**‘Company’**) in its meeting held today i.e., Wednesday, March 18, 2026, which commenced at 03:30 p.m. (IST) and concluded at 04:30 p.m. (IST) has *inter alia*, considered and approved the following:

1. As per the recommendation of the Audit Committee Meeting held today i.e. Wednesday, March 18, 2026, the Scheme of Amalgamation of Arisunitern Re Solutions Private Limited (“AUSPL” or “Transferor Company”) with Arisintra Solutions Limited (“ASL” or “Transferee Company”) and their respective shareholders (‘Scheme’ or ‘Draft Scheme’), pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 (“Act”), and also read with Section 2(1B) of the Income-tax Act, 1961 and other applicable provisions and the rules made thereunder, subject to the approval of shareholders, creditors, stock exchanges viz. BSE Limited and National Stock Exchange of India Limited, SEBI, National Company Law Tribunal, and any other sectoral or regulatory authority, as may be required.
2. It may be noted that the proposed Scheme has been reviewed and recommended for approval by the Audit Committee of the Company at its meeting held on Wednesday, March 18, 2026, and the Committee of Independent Directors of the Company at its meeting held on Wednesday, March 18, 2026.

The details required under Regulation 30 of the Listing Regulations read with the relevant SEBI Master Circular No. Ho/49/14/14(7)2025-Cfd-Pod2/I/3762/2026 dated January 30, 2026, are given in **Annexure 1** hereto.

Kindly take the above information in your records.

Thanking You.

For **Arisinfra Solutions Limited**,

Latesh Shailesh Shah
Company Secretary & Compliance Officer
ICSI Membership No.: F12559

Encl: As above

Annexure 1

Sr. No.	Particulars	Details																					
1.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	<p>The Scheme of Amalgamation involves the following entities:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;">Name of the entity</th> <th style="width: 35%;">Turnover* (for the period 1st April 2024 to 31st March 2025) (INR in Million)</th> <th style="width: 30%;">Net worth* (as on 31st March 2025) (INR in Million)</th> </tr> </thead> <tbody> <tr> <td>Arisunitern Re Solutions Private Limited (“AUSPL” or Transferor Company)</td> <td></td> <td></td> </tr> <tr> <td>Standalone</td> <td style="text-align: right;">431.84</td> <td style="text-align: right;">195.70</td> </tr> <tr> <td>Consolidated</td> <td style="text-align: center;">Not applicable</td> <td style="text-align: center;">Not applicable</td> </tr> <tr> <td>Arisinfra Solutions Limited (“ASL” or “Transferee Company”)</td> <td></td> <td></td> </tr> <tr> <td>Standalone</td> <td style="text-align: right;">5,352.18</td> <td style="text-align: right;">2,360.96</td> </tr> <tr> <td>Consolidated</td> <td style="text-align: right;">7,676.72</td> <td style="text-align: right;">2,311.64</td> </tr> </tbody> </table> <p><i>*Net-worth and Turnover have been computed as per their definitions provided under 2(57) & Section 2(91) respectively of the Companies Act, 2013</i></p> <p><i>^ We have considered the financial statement of the Transferor Company and both standalone and consolidated financial statements for the Transferee Company as on 31st March 2025 to compute the Net Worth</i></p> <p>The Scheme of Amalgamation shall comprises the Amalgamation of the AUSPL into ASL (Part II of the Scheme);</p>	Name of the entity	Turnover* (for the period 1 st April 2024 to 31 st March 2025) (INR in Million)	Net worth* (as on 31 st March 2025) (INR in Million)	Arisunitern Re Solutions Private Limited (“AUSPL” or Transferor Company)			Standalone	431.84	195.70	Consolidated	Not applicable	Not applicable	Arisinfra Solutions Limited (“ASL” or “Transferee Company”)			Standalone	5,352.18	2,360.96	Consolidated	7,676.72	2,311.64
Name of the entity	Turnover* (for the period 1 st April 2024 to 31 st March 2025) (INR in Million)	Net worth* (as on 31 st March 2025) (INR in Million)																					
Arisunitern Re Solutions Private Limited (“AUSPL” or Transferor Company)																							
Standalone	431.84	195.70																					
Consolidated	Not applicable	Not applicable																					
Arisinfra Solutions Limited (“ASL” or “Transferee Company”)																							
Standalone	5,352.18	2,360.96																					
Consolidated	7,676.72	2,311.64																					
2.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”	<p>The Scheme does not fall within the purview of related party transactions in terms of General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs (“MCA”) since the same is subject to the sanction of the NCLT, and the provisions of Section 188 of the Act are not applicable. However, in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), the Draft Scheme falls within the purview of the definition of Related Party Transactions as the Transferor Company is the subsidiary company of the Transferee Company.</p>																					

		<p>In terms of the Scheme, equity shares of the Transferee Company are proposed to be issued and allotted to the shareholders of the Transferor Company (except to the Transferee Company).</p> <p>The consideration as set forth in the Draft Scheme will be discharged on an ‘arms’ length basis’. The share exchange ratio for the shares to be allotted pursuant to the Scheme are based on:</p> <p>Valuation Report dated March 18, 2026, issued by RBSA Valuation Advisors LLP, a Registered Valuer (Securities or Financial Assets) IBBI Registered Valuer No. IBBI/RV-E/05/2019/110, recommending the Share Exchange Ratio (as defined hereunder) for the Draft Scheme.</p> <p>The Fairness Opinion dated March 18, 2026, prepared by Diggi Corporate Advisors Private Limited, an Independent SEBI registered Merchant Banker (Registration Number – INM000013332), confirming that the Share Exchange Ratio in the Valuation Report are fair to the companies and their respective shareholders.</p>
3	Area of business of the entity(ies)	<p>AUSPL is engaged, inter-alia, in the business of rendering / providing advisory and consultancy services of any nature whatsoever in relation to real estate projects / real estate development including but not limited to commercial offices, residential, hotels, warehousing, retail malls, plotted development project or similar projects and to provide advisory services, project management services and/or development management services of any nature whatsoever in relation to real estate projects / real estate development including but not limited to corporate strategy, sales, marketing and construction including assisting clients in fund raising activities from HNIs, banks, institutional finance companies and other persons for such projects and such other business as the Company may engage in from time to time and also is engaged in the business of trading, procuring, supplying, distributing the supply of all kinds of raw materials and provision of services necessary for creation of infrastructure, buildings and construction.</p> <p>ASL is engaged in trading, procuring, supplying, distributing the supply of all kinds of raw materials necessary for creation of infrastructure, buildings and construction to business engaged thereof along with the creation, ownership, supply to create better outcomes in this business.</p>
4	Rationale for the amalgamation/ merger	<p>The Board of Directors of Transferor Company and the Transferee Company believe that the proposed Scheme would inter alia, have the following benefits:</p> <ol style="list-style-type: none"> 1. The amalgamation will enable appropriate consolidation of activities of Transferor Company and Transferee Company with pooling and more efficient utilization of their resources, greater economies of scale, better presence of business, reduction in overheads and other expenses and improvement in various operating parameters. 2. Would enable, greater integration and flexibility which will maximize overall shareholder value and improve the competitive position and negotiating power of the combined entity.

		<ol style="list-style-type: none"> 3. Would achieve greater efficiency in cash management and unfettered access to cash flows generated by the combined entity which can be deployed more effectively to fund organic and inorganic growth opportunities. 4. Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry. 5. The amalgamation will enable the combined entity to leverage the customer relationships, business networks and geographic presence of the Transferor Company and the Transferee Company, thereby facilitating cross-selling opportunities across their respective client bases and geographies. This is expected to enhance revenue generation, improve overall profitability and strengthen working capital efficiency. 6. The proposed amalgamation is expected to enhance operational efficiency, profitability and financial strength of the combined entity, thereby creating sustainable long-term value for all stakeholders, including minority and non-promoter shareholders. 7. The Transferor Company has demonstrated a strong growth trajectory in its business operations and financial performance over the years. The proposed amalgamation will enable the shareholders of the Transferee Company to directly participate in and benefit from the future growth and profitability of the Transferor Company. Further, the amalgamation will result in the elimination of non-controlling interest in the Transferor Company and consolidation of the entire economic interest within the Transferee Company, thereby resulting in EPS accretion, improving return ratios and creating long-term value for the shareholders of the Transferee Company 8. The amalgamation will result in reduction of multiplicity of entities, thereby reducing compliance cost of multiple entities viz., statutory filings, regulatory compliances, labour law / establishment related compliance <p>In view of the aforesaid, the Board of Directors of the Companies have considered and proposed this Scheme and matters incidental thereto pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.</p>
5	In case of cash consideration – amount or otherwise share exchange ratio	<p>No cash consideration is payable under the Scheme. The consideration under the Scheme will be discharged as follows: <u>Amalgamation of the AUSPL into ASL (Part II of the Scheme);</u></p> <p><i>“517 (Five Hundred and Seventeen) Equity Shares of Rs.2/- (Rupees Two only) each fully paid up of the Transferee Company, for every 10 (Ten) equity share of Rs. 10/- (Rs. Ten only) each fully paid up held in the Transferor Company.”</i></p>

6	Brief details of change in shareholding pattern if any of the listed entity	Pursuant to the Scheme, shareholding pattern of Arisinfra Solutions Limited pre and post the Scheme will be as follows:					
		Particulars		Pre-Scheme		Post Scheme	
			No. of Equity Shares	%	No. of Equity Shares	%	
		Promoter & Promoter Group	3,07,34,370	37.59%	3,07,34,370	34.71%	
		Public	5,10,26,876	62.41%	5,78,12,876	65.29%	
		Total	8,17,61,246	100.00%	8,85,47,246	100.00%	
		<p><i>Note: The Pre-Scheme Shareholding Pattern of the Transferee Company includes additional 3,12,340 equity shares allotted pursuant to exercise of employee stock option plans subsequent to 31st December 2025. Further, the Transferee Company has granted 56,23,160 employee stock options out of which 11,15,398 have been vested under the existing stock option schemes, exercise of which may result in increase by an equal number of equity shares in the issued and paid up share capital of the Transferee Company.</i></p>					