
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Aeries Technology, Inc.

(Name of Issuer)

Class A Ordinary Shares, \$0.0001 par value

(Title of Class of Securities)

G0136H102

(CUSIP Number)

Bhisham Khare
c/o Aeries Technology, Inc., 60 Paya Lebar Road, #08-13,
Paya Lebar Square, U0, 409051
(919) 228-6404

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

03/10/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. G0136H102

Name of reporting person

1

Bhisham Khare

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 OO
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

Sole Voting Power

7

3,358,624.00

Number of Shares Beneficially

Shared Voting Power

8

0.00

Owned by Each Reporting Person

Sole Dispositive Power

9

3,358,624.00

With: Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 3,358,624.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 6.9 %

Type of Reporting Person (See Instructions)

14 IN

Comment for Type of Reporting Person: Note to Rows 7 and 9: Includes (i) the right to acquire up to 1,702,368 Class A ordinary shares (the "Class A Ordinary Shares") of Aeries Technology, Inc. (the "Issuer") pursuant to that certain Exchange Agreement (the "Exchange Agreement") (see Item 6), of which 851,184 Class A Ordinary Shares are issuable pursuant to the exercise of exchange rights by the Aeries Employee Stock Option Trust ("ESOP Trust"), for which the reporting person is a beneficiary, and assumes distribution of the underlying shares by the ESOP Trust to the reporting person prior to an exchange for Class A Ordinary Shares.

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a) Class A Ordinary Shares, \$0.0001 par value

Name of Issuer:

(b) Aeries Technology, Inc.

Address of Issuer's Principal Executive Offices:

(c) 60 Paya Lebar Road, #08-13, Paya Lebar Square, SINGAPORE , 409051.

Item 1 Comment: This Amendment No. 2 to Schedule 13D ("Amendment No. 2") amends and supplements the Schedule 13D filed by Bhisham Khare (the "Reporting Person") on June 20, 2024 (as amended by Amendment No. 1, filed on June 25, 2024, the "Schedule 13D"). This Amendment No. 2 is being filed to (i) amend and supplement the information disclosed under the corresponding Items of the Schedule 13D as described below and (ii) report that the percentage of outstanding Class A Ordinary Shares that the Reporting Person may be deemed to beneficially own decreased by

more than one percent (1%) as a result of the Issuer withholding 810,003 Class A Ordinary Shares that were beneficially owned by the Reporting Person in connection with the Company covering tax liability of the Reporting Person upon the settlement of restricted stock units ("RSUs"). Except as specifically provided herein, this Amendment No. 2 does not modify any of the information previously reported in the Schedule 13D. Capitalized terms used but not defined in this Amendment No. 2 shall have the same meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

- (a) Bhisham (Ajay) Khare
- (b) The principal business address of Mr. Khare is 60 Paya Lebar Road, #08-13, Paya Lebar Square, Singapore.
- (c) Mr. Khare's principal occupation is Chief Executive Officer of the Issuer.
- (d) No
- (e) No
- (f) United States

Item 3. Source and Amount of Funds or Other Consideration

As further described in Item 6, Mr. Khare has a right under an exchange agreement with the Issuer to exchange up to 100% of his 118,220 Class A ordinary shares ("ATG Shares") of Aeries Technology Group Business Accelerators Private Limited ("ATG") for 14.40 Class A Ordinary Shares per ATG Share on and after April 1, 2024, subject to certain exercise conditions. On March 26, 2024, the Issuer determined that such exercise conditions had been met. As such, Mr. Khare is deemed to have beneficial ownership of 1,701,941 Class A Ordinary Shares. 850,971 of such Class A Ordinary Shares are issuable pursuant to the exercise of exchange rights under such exchange agreement with respect to the 59,110 ATG Shares held by the Aeries Employee Stock Option Trust ("ESOP Trust"), for which the Reporting Person is a beneficiary. This Schedule 13D assumes distribution of such ATG Shares by the ESOP Trust to the Reporting Person prior to an exchange for Class A Ordinary Shares. The Class A Ordinary Shares are entitled to one vote per share. Additionally, on May 22, 2024, the Issuer's Compensation Committee of the Board of Directors approved the grant of 2,471,360 RSUs which vested on the grant date and settled in a series of installments between August 15, 2024 and March 15, 2025 to Mr. Khare, in connection with his services to the Issuer and its subsidiaries. In connection with the settlement of such RSUs, the Issuer withheld 5,101 and 810,003 Class A Ordinary Shares beneficially owned by the Reporting Person on February 26, 2025 and March 10, 2025, respectively, to cover tax liability of the Reporting Person upon the settlement of such RSUs. Except as described in this Item 3, the Reporting Person did not pay any cash or other consideration for the shares reported on this Schedule 13D.

Item 5. Interest in Securities of the Issuer

Calculation of the percentage of beneficial ownership is based on a total of 47,152,626 shares of the Issuer's Class A Ordinary Shares outstanding as of the date of this report, based on information provided by the Issuer. The aggregate number and percentage of the Class A Ordinary Shares beneficially owned by the Reporting Person and the number of shares as to which there is sole power to vote or to direct the vote, shares power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of, and the footnotes included on, the cover pages of this Schedule 13D, all of which are incorporated herein by reference.

- (a) 3,358,624
- (b) None
- (c) N/A
- (d) N/A
- (e) N/A

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Bhisham Khare

Signature: /s/ Bhisham Khare

Name/Title: Bhisham Khare/Chief Executive Officer

Date: 09/10/2025