

AAR COMMERCIAL CO LTD

[CIN: L63090WB1982PLC035019]

23A, N.S. Road, Room No. 34A, 7th Floor, Kolkata-700001

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF AAR COMMERCIAL CO LTD (CIN – L63090WB1982PLC035019) WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2014 AT 11:00 A.M., AT THE REGISTERED OFFICE, 23A, N.S. ROAD, ROOM NO. 34A, 7TH FLOOR, KOLKATA – 700001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Ravi Agarwal (DIN: 00182108), who retires by rotation and is eligible for re-appointment.
3. Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, **M/s Agarwal S. Kumar & Associates**, Chartered Accountants (ICAI Firm Registration No. 322324E) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Thirty-Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration, out-of pocket, travelling and living expenses, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

4. APPOINTMENT OF MR. RAJENDRA YADAV AS AN INDEPENDENT DIRECTOR.

To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Rajendra Yadav, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received notice in writing from a member



under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, to hold office up to 5 (five) consecutive years up to 29th September, 2019, and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. APPOINTMENT OF MRS. UMA SHARMA AS A 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 Mrs. Uma Sharma (DIN: 06862354) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th May 2014, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."

6. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.

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

"RESOLVED THAT pursuant to the provisions of section 5 read with Section 14 of the Companies Act, 2013, the regulations contained in the existing Articles of Association of the Company be and are hereby replaced with the new set of Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification."

"RESOLVE FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such fillings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."



