

AAR COMMERCIAL COMPANY LIMITED

CIN : L63090WB1982PLC035019

1, GIBSON LANE, 2ND FLOOR, ROOM NO. 208, KOLKATA - 700 069
 ☎ : 033-40624027, ✉ : investors.commercial@rediffmail.com, Web : www.aarccil.in

1. Name of Listed Entity: **AAR COMMERCIAL COMPANY LIMITED**

2. Quarter ending: **31st March, 2016**

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PANs & DIN	Category (Chairperson/Executive/Non-Executive/independent/Non minee) [^]	Date of Appointment in the current term /cessation	Tenure *	No of Director ship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpers on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Anupam Khetan	PAN: AKYPK4968R DIN: 07003797	Executive Director	27/10/2014	5 years	1	NIL	NIL
Mr.	Sachin Kumar	PAN: BOYPK1831A DIN: 06918146	Non-Executive Director	Date of Appointment: 20/01/2015 Date of Cessation: 07/03/2016	N.A.	NIL	NIL	NIL
Mrs.	Uma Sharma	PAN: BCYPS1321K DIN: 06862354	Non-Executive Director	06/05/2014	N.A.	1	NIL	NIL



Mr.	Rajendra Yadav	PAN: AAZPY9292K DIN: 06980909	Independent Director	30/09/2014	5 years	1	2	1
Mr.	Udit Agarwal	PAN: APVPA4518F DIN: 07036864	Independent Director	06/12/2014	5 years	1	2	1
Mr.	Kumar Deepak	PAN: BCDPK2948B DIN: 07052877	Independent Director	30/12/2014	5 years	2	4	NIL

§PAN number of any director would not be displayed on the website of Stock Exchange
&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen
* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
1. Audit Committee	Mr. Rajendra Yadav Mr. Udit Agarwal Mr. Kumar Deepak	Independent Independent Independent
2. Nomination & Remuneration Committee	Mr. Rajendra Yadav Mr. Udit Agarwal Mr. Kumar Deepak	Independent Independent Independent
3. Risk Management Committee(if applicable)	N.A	N.A.
4. Stakeholders Relationship Committee'	Mr. Udit Agarwal Mr. Rajendra Yadav Mr. Kumar Deepak	Independent Independent Independent

&Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
03.11.2015, 26.11.2015, 08.12.2015	11.01.2016, 07.03.2016, 11.02.2016,	34 days



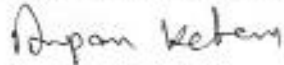
IV. Meeting of Committees			
(a) Audit Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
11.02.2016	All three directors were present and the requisite quorum for the meeting was completed.	03.11.2015	99 days
(b) Stakeholders Relationship Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Nil	Nil	Nil	Nil
(c) Nomination and Remuneration Committee			
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Nil	Nil	Nil	Nil
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. Related Party Transactions			
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <small>refer note below</small>		
Whether prior approval of audit committee obtained	N.A.		
Whether shareholder approval obtained for material RPT	N.A.		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	N.A.		
Note			
1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.			
2 If status is "No" details of non-compliance may be given here.			



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

AAR COMMERCIAL COMPANY LTD.



Director / Authorised Signatory

Name & Designation :- Anupam Khetan

Whole-time Director

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I. DISCLOSURE ON WEBSITE IN TERMS OF LISTING REGULATIONS

ITEM	COMPLIANCE STATUS (YES/NO/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	N.A.

II ANNUAL AFFIRMATIONS

PARTICULARS	REGULATION NUMBER	COMPLIANCE STATUS (YES/NO/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes



Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.

For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2. If status is "No" details of non-compliance may be given here.

3. If the Listed Entity would like to provide any other information the same may be indicated here.



III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

AAR COMMERCIAL COMPANY LTD.

Anupam Khetan

Director / Authorised Signatory

Name & Designation: Anupam Khetan

Whole-Time Director