

AAR COMMERCIAL COMPANY LIMITED

[CIN: L63090WB1982PLC035019*]

Flat No - 22, Second Floor, Right Side, Bazar Lane, Bhogal, Jangpura,
New Delhi - 110 014

Website: www.aarcl.in; Tel: 011-46143189, E mail:
investors.commercial@rediffmail.com

[Registered Office: 1, British India Street (Old Complex), Mezzanine Floor, Room No. 20, Kolkata
- 700069 # Situation of Registered Office as on August 13, 2019]

NOTICE OF 37TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY SEVENTH ANNUAL GENERAL MEETING OF AAR COMMERCIAL COMPANY LIMITED (CIN - L63090WB1982PLC035019*) WILL BE HELD ON MONDAY, SEPTEMBER 30, 2019 AT 11:30 A.M., AT FLAT NO - 22, SECOND FLOOR, RIGHT SIDE, BAZAR LANE, BHOGAL, JANGPURA, NEW DELHI - 110 014 TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2019 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 Uma Sharma (DIN: 06862354), who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS

3. **To consider appointment of Mrs. Nishi Agrawal (DIN: 08441260) as an Independent Director and in this regard, if thought fit, to pass 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 Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mrs. Nishi Agrawal (DIN: 08441260), who has submitted a declaration stating that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who was appointed as Additional Director by the Board of Directors, being eligible for appointment, be and is hereby appointed as a non-retiring Independent Director of the Company for a period of 5 (Five) consecutive years with effect from June 19, 2019.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.”

4. **To re-appoint Mr. Udit Agarwal (DIN: 07036864) as an Independent Director for Second Term and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 framed thereunder, read with Schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, Mr. Udit Agarwal (DIN: 07036864), who was appointed as an Independent Director and who holds the office of Independent Director up to December 5, 2019 and who meets the criteria for Independence, being eligible for re-appointment be and is hereby re-appointed as a non-retiring Independent Director on the Board of the Company for Second Term of 5 (Five) consecutive years w.e.f. December 6, 2019.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all other acts, deeds and things as may be necessary in this regard.”

By Order of the Board of Directors
AAR COMMERCIAL COMPANY LIMITED

Place: Kolkata
Date: 13th August, 2019

DIRECTOR
(Anupam Khetan)
DIN: 07003797

** Registered Office of the Company has been shifted from the jurisdiction of Registrar of Companies, West Bengal to the jurisdiction of Registrar of Companies, Delhi and Haryana (from Kolkata to New Delhi). E-Form INC-22 (informing the Registrar of Companies about situation of New Registered Office) has been filed with ROC. New Corporate Identification Number has not been generated/provided yet.*

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY(IES) NEED NOT BE A MEMBER.** The instrument appointing Proxy(ies) as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member.
- 2. Corporate Members** intending to send their authorized representatives to attend the Annual General Meeting are requested to send to the Company, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
- 3. Members/Proxies** are requested to submit the enclosed Attendance Slip duly filled in and signed at the entrance of the venue for attending the Meeting. Members who hold shares in dematerialized form are requested to mention their Client ID and DP ID details and those who hold shares in physical form are requested to write Folio number in the attendance slip.

4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. **The Register of Members and Transfer Books of the Company will be closed from Tuesday, September 24, 2019 to Monday, September 30, 2019, both days inclusive.**
6. Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
7. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Share Transfer Agent, Niche Technologies Private Limited for consolidation into a single folio.
8. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrar and Share Transfer Agent, mentioning your correct reference folio number in case of holdings in physical form.
9. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address/name, PAN details, etc. to their Depository Participant only and not to the Company's Registrar and Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its Registrar and Share Transfer Agent to provide efficient and better service to the Members.
10. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.
11. **No gifts or coupons shall be distributed at the meeting.**
12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Registrar and Share Transfer Agent of the Company/Depositories.
12. In terms of the provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notices/documents to the shareholders can be made through electronic mode, provided the Company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address for receiving the Balance Sheet etc., they will be sent the physical copies through any recognised mode of delivery as specified under Section 20 of the Companies Act, 2013.

Further, in compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall supply:

- (i) Soft copies of full annual reports containing its Balance Sheet, Statement of Profit & Loss and Board's Report to all those shareholder(s) who have registered their e-mail address(es) for the purpose;
- (ii) Hard copy of statement containing the salient features of all the documents as prescribed in Section 136 of the Companies Act, 2013 to those shareholder(s) who have not so registered;
- (iii) Hard copies of full annual reports to those shareholders who request for the same.

As a result, Members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address along with the details of name, address, Folio No., shares held:

- i) To the Registrar and Share Transfer Agent shares held in physical form and;**
- ii) In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants.**

Upon registration of the e-mail address(es), the Company proposes to send Notices, Annual Report and such other documents to those Members via electronic mode/e-mail.

13. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **27th September, 2019 (9:00 AM)** and ends on **29th September, 2019 (5:00 PM)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 23rd September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:
The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

Step 1: Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below:
 - a) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8digit client ID for NSDL account, last 8

- digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "[Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to af2011@rediffmail.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Monday, 23rd September, 2019.
- VII. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. Monday, 23rd September,

2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or the Company/Registrar and Share Transfer Agent.

- VIII.** Mr. Anurag Fatehpuria, practicing Company Secretary, (Membership No. 34471 and CP No. 12855) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 2 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- IX.** The Results declared, alongwith the Scrutinizer's Report, shall be placed on the Company's website www.aarcl.in and on the website of NSDL. The results shall also be immediately forwarded to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited and Calcutta Stock Exchange Limited. The Results shall also be displayed on the Notice Board at the Registered Office of the Company.

14. The route map to the venue of AGM is provided in the Annual Report for easy location.

15. SEBI had vide Notification Nos. SEBI/LAD-NRO/GN/2018/24 dated 8th June 2018 and SEBI/LAD-NRO/GN/2018/49 dated 30th November 2018 read with BSE circular no. LIST/COMP/15/2018-19 dated 5th July 2018 and NSE circular no. NSE/CML/2018/26 dated 9th July 2018 directed that transfer of securities would be carried out in dematerialised form only with effect from 1st April 2019, except in case of transmission or transposition of securities. **Securities of the listed companies can be transferred (except in case of transmission or transposition) only in the dematerialized form.** In view of the above and to avail the benefits of dematerialisation, Members are requested to consider dematerialising shares held by them in physical form.

In case any of the Shareholders have any queries or need any assistance in this regard, please contact;

AAR COMMERCIAL COMPANY LIMITED Regd. Office Address: Flat No - 22, Second Floor, Right Side, Bazar Lane, Bhogal, Jangpura, New Delhi - 110014 Tel: 011-46143189 Email-Id: investors.commercial@rediffmail.com Website:www.aarcl.in	<u>Registrar & Share Transfer Agent</u> Niche Technologies Pvt. Ltd. 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700017 Tel.: (033) 2280 6616/6617/6618, Fax: (033) 2280 6619 Email id: nichetechpl@nichetechpl.com Website: www.nichetechpl.com
--	---

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 5 of the accompanying Notice dated 13th August, 2019:

Item No. 3

On the recommendation of the Nomination and Remuneration Committee, the Board Members have appointed Mrs. Nishi Agarwal as a non-retiring Additional Director (Independent Category) in its Meeting held on June 19, 2019. She shall hold the office upto the date of the ensuing Annual General Meeting and is eligible for being appointed as an Independent Director.

Mrs. Nishi Agrawal has done her M.Sc and PhD in Naturopathy B-Com. She has more than 6 years of rich and varied expertise in the upliftment of education and social and environmental activities. At present she is associated with Bharat Vikas Parishad which is an unique social organisation engaged in various social activities and projects. Mrs. Agrawal has vast experience in natural science and naturopathy. Her continuing guidance will be very valuable to the company and will undoubtedly prove to be an advantage to the organization.

The Board of Directors is of opinion that Mrs. Nishi Agrawal meets the criteria of Independence and fulfils the conditions for appointment as Independent Director in terms of the Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. She has also submitted her willingness to act as Director of the Company. Considering her rich experience, Members are requested to consider her candidature for Independent Director. Mrs. Nishi Agrawal shall hold office for a period of 5 (Five) years with effect from June 19, 2019. The Company has received following documents from Mrs. Nishi Agrawal proposed to be appointed as Independent Director:

- i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under Section 164(2) of the Companies Act, 2013.
- iii) A declaration to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of appointment letter of Mrs. Nishi Agrawal as Independent Director, setting out her terms and conditions would be open for inspection by any Member without any fee, at the Registered Office of the Company during normal business hours on any working day and shall also be available for inspection throughout the continuance of ensuing Annual General Meeting. None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested with this resolution except Mrs. Nishi Agrawal. The Board hereby recommends the resolution as set out at Item No. 3 for consideration and approval of the members of the Company by way of Ordinary Resolution.

Item No. 4

Section 149(10) of the Companies Act, 2013 provides that an Independent Director shall hold office for a term of up to 5 (Five) consecutive years on the Board and shall be eligible for re-appointment for Second Term of 5 (Five) consecutive years on passing a Special Resolution by the Company and disclosure of such appointment in its Boards' Report. Section 149(11) provides that an Independent Director may hold office for up to 2 (Two) consecutive terms.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreements with the stock exchanges, Mr. Udit Agarwal (DIN: 07036864) was appointed as an Independent Director on the Board of the Company for a period of 5 (Five) years. He shall hold office as an Independent Director of the Company up to December 5, 2024 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended reappointment of Mr. Udit Agarwal as an Independent Director for Second Term of 5 (Five) consecutive years on the Board of the Company. This

appointment shall be effective from December 6, 2019 up to December 5, 2024. On the recommendation of the Nomination and Remuneration Committee, based upon the performance evaluation of Independent Directors and the Board considers that, given his background, rich experience of diversified sectors and contributions made by him during his tenure, the continued association of Mr. Udit Agarwal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board has recommended reappointment of Mr. Udit Agarwal as an Independent Director of the Company, not liable to retire by rotation and for Second Term of 5 (Five) consecutive years on the Board of the Company effective from December 6, 2019.

Section 149 of the Act and provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter alia prescribe that an Independent Director of a Company shall meet the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013.

Mr. Udit Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director and has also given declarations that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and under Listing Regulations (as amended from time to time).

In the opinion of the Board, Mr. Udit Agarwal meets the criteria of Independence and qualifies for appointment as an Independent Director.

Mr. Udit Agarwal is interested in the resolutions set out respectively at Item No. 4 of the Notice with regard to his respective re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the Members by way of Special Resolution.

This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of the Listing Regulations with the Stock Exchanges.

By Order of the Board of Directors
AAR COMMERCIAL COMPANY LIMITED

Place: Kolkata
Date: 13th August, 2019

DIRECTOR
(Anupam Khetan)
DIN: 07003797

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ANNUAL GENERAL MEETING OF THE COMPANY -

NISHI AGRWAL (APPOINTMENT)

Sl. No.	Details	
1.	Name of the Director	Mrs. Nishi Agrawal
2.	Father's Name	Kamlesh Kumar Agrawal
3.	Address	House No. 14, Isamailpur, Ward No. 67, Gorakhpur - 273 005, Uttar Pradesh
4.	DIN	08441260
5.	Date of Birth	10-05-1986
6.	Designation	Non-Executive Independent Director
7.	Date of Appointment	19-06-2019
8.	Qualifications	M.Sc & PhD in Naturopathy
9.	Expertise in specific functional areas	<p>Mrs. Nishi Agrawal, aged about 33 years has more than 6 years of rich and varied expertise in the upliftment of education and social and environmental activities. At present she is associated with Bharat Vikas Parishad which is an unique social organisation engaged in various social activities and projects.</p> <p>Mrs. Agrawal has vast experience in natural science and naturopathy.</p> <p>Her continuing guidance will be very valuable to the company will undoubtedly prove to be an advantage to our organization.</p>
10.	Terms and Conditions of Appointment	Mrs. Nishi is appointed for a consecutive period of 5 years. She will attend the Meeting of the Board and its Committees. She will receive Sitting Fees for attending of Meeting of the Board and its Committees.
11.	Remuneration drawn in Financial Year 2018-19	Not Applicable
12.	Remuneration Proposed to be paid	Sitting Fees as applicable
13.	Directorship held in other Companies	NIL
14.	No. of Shares held in the Company	NIL
15.	Relationship with the Directors of the Company	No relation
16.	Job Responsibilities/Function/ Roles of an Independent Director	<p><u>Job Responsibilities inter alia include:</u></p> <p>As an Independent Director, besides the functions and duties applicable to every director, or the functions or duties of the Board collectively, an</p>

		<p>Independent Director has several duties as set out in Schedule IV of the Companies Act, 2013.</p> <p>Committees to be served – Required serving as a member of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Operational Committee and or any other Committee of the Board as may be required to be formed over the period of time. The tasks to be accomplished being a part of each of the above-mentioned committee are as per the terms of reference set out by the Board of the Company, from time to time, for each such committee. Independent Director will also be required to serve on any other committee of the Board constituted by the Board from time to time.</p>
17.	Reason for Change	Appointment of Mrs. Nishi Agrawal as a Non-Executive Independent Director effective from June 19, 2019.

UDIT AGARWAL (RE-APPOINTMENT)

Sl. No.	Details	
1.	Name of the Director	Mr. Udit Agarwal
2.	Father' Name	Mr. Naveen Agarwal
3.	Address	Block - C, Flat - 519 G, 202, Jessore Road, Shyam Lake Garden, Lake Town, Kolkata - 700089
4.	DIN	07036864
5.	Date of Birth and Age	15.11.1987 (32 Years approximately)
6.	Designation	Independent Director
7.	Date of first appointment on the Board	06.12.2014
8.	Qualifications	Company Secretary, LLB
9.	Experience and Expertise	Mr. Udit Agarwal, aged about 32 years, is a qualified Company Secretary with over 5 years of work experience in finance, accounts and law. He possesses vast experience in the field of finance, accounts and corporate law matters.
10.	Number of Meetings of the Board attended during the year.	Nine (9). For details please refer to Corporate Governance Report forming part of Annual Report. Apart from the regular Board Meetings, he has also attended separate meeting of Independent Directors.
11.	List of Directorship /Membership / Chairmanship of Committees of other Board.	NIL
12.	Shareholding in AAR Commercial	NIL

	Company Limited	
13.	Relationship with other directors, manager and other Key Managerial Personnel of the company	No Relationship with other directors, manager and other Key Managerial Personnel of the company
14.	Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn by such person	Mr. Udit Agarwal is an Independent Director of the Company. He was appointed as an Independent Director on the Board of the Company for a period of five years and his first tenure as an Independent Director completes on December 5, 2019. He has been appointed as an Independent Director for his Second Term of 5 (Five) consecutive years on the Board of the Company. This appointment shall be effective from December 6, 2019 up to December 5, 2024. Apart from receiving sitting fees he has no other pecuniary relationship or transactions with the Company, Promoters, Directors, Key Managerial Personnel and their relatives. Terms and Conditions are in accordance with the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
15.	Justification for choosing the appointee for appointment as Independent Directors	Considering and keeping in mind backgrounds, rich experiences of diversified sectors and contributions made by Mr. Udit Agarwal during his tenure, his continued association would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

AAR COMMERCIAL COMPANY LIMITED

[CIN: L63090WB1982PLC035019*]

Flat No - 22, Second Floor, Right Side, Bazar Lane, Bhogal, Jangpura,
New Delhi - 110 014

Website: www.aarcccl.in; Tel: 011-46143189, E mail: investors.commercial@rediffmail.com

THIRTY SEVENTH ANNUAL GENERAL MEETING

ATTENDANCE SLIP

Name of the Member(s)

Registered Address

.....

DP ID/Client ID/Folio No*

No. of Shares held

Name of the Proxy/
Authorised Representative, if any

I/We hereby record my/our presence at the 37th Annual General Meeting of the Company on Monday, 30th September, 2019 at 11:30 A.M. at Flat No - 22, Second Floor, Right Side, Bazar Lane, Bhogal, Jangpura, New Delhi - 110 014.

NOTE:

1. Members/Proxy are requested to bring this Attendance Slip duly filled in and signed by them when they come to the meeting and hand it over at the entrance of the Meeting hall.
2. Please bring your copy of the Annual Report to the Meeting.
3. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

** Registered Office of the Company has been shifted from the jurisdiction of Registrar of Companies, West Bengal to the jurisdiction of Registrar of Companies, Delhi and Haryana (from Kolkata to New Delhi). E-Form INC-22 (informing the Registrar of Companies about situation of New Registered Office) has been filed with ROC. New Corporate Identification Number has not been generated/provided yet.*

AAR COMMERCIAL COMPANY LIMITED

[CIN: L63090WB1982PLC035019*]

Flat No - 22, Second Floor, Right Side, Bazar Lane, Bhogal, Jangpura,
New Delhi – 110 014

Website: www.aarccl.in; Tel: 011-46143189, E mail: investors.commercial@rediffmail.com

PROXY FORM

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

THIRTY SEVENTH ANNUAL GENERAL MEETING (MONDAY, SEPTEMBER 30, 2019)

Name of the member(s):

Registered Address:

.....

Email id:

Folio No./DP ID-Client ID No.:

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

1. Name:

Address:

Email Id:

Signature:, or failing him/her

2. Name:

Address:

Email Id:

Signature:, or failing him/her

3. Name:

Address:

Email Id:

Signature:, or failing him/her

As my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the Thirty Seventh Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 11:30 A.M. at Flat No - 22, Second Floor, Right Side, Bazar Lane, Bhogal, Jangpura, New Delhi – 110 014 and any adjournment thereof in respect of such resolutions as are indicated below:

SL. NO	RESOLUTION(S)	FOR	AGAINST
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2019 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 Uma Sharma (DIN: 06862354), who retires by rotation and is eligible for re-appointment.		
SPECIAL BUSINESS			
3.	Appointment of Mrs. Nishi Agrawal (DIN: 08441260) as an Independent Director.		
4.	Re-appointment of Mr. Udit Agarwal (DIN: 07036864) as an Independent Director for Second Term.		

Signed this day of, 2019

Signature of Member(s)

Signature of Proxy Holder(s)

Affix Revenue Stamp

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. 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.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. ****This is only optional.** Please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**** Registered Office of the Company has been shifted from the jurisdiction of Registrar of Companies, West Bengal to the jurisdiction of Registrar of Companies, Delhi and Haryana (from Kolkata to New Delhi). E-Form INC-22 (informing the Registrar of Companies about situation of New Registered Office) has been filed with ROC. New Corporate Identification Number has not been generated/provided yet.***

ROUTE MAP OF 37TH AGM

