

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

2. Quarter ending: **31st March, 2020 (Yearly)**

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nonminee) &	Initial Date of Appointment	Date of Re-Appointment	Date of Cessation	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity [In reference to Regulation 17(1)]	No of Independent Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17(1)]	Number of memberships in Audit/Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]
Mr.	Anupam Khetan	PAN: AKYPK 4968R DIN: 07003 797	Chairman/Executive Director	21/03/2017			NA	26/01/1984	1	NIL	NIL	NIL

Mrs.	Uma Sharma	PAN: BCYPS 1321K DIN: 06862 354	Non-Executive non-Independent Director	06/05/2014			NA	16/09/1956	1	NIL	2	NIL
Mr.	Udit Agarwal	PAN: APVPA 4518F DIN: 07036 864	Non-Executive Independent Director	06/12/2014	06/12/2019		64 Months Approx	15/11/1987	1	1	1	1
Mrs.	Nishi Agrawal	PAN: AKBPA 5026D DIN: 08441 260	Non-Executive Independent Director	19/06/2019			10 Months Approx	10/05/1986	1	1	1	1

Whether Regular Chairperson appointed

YES

Whether Chairperson is related to Managing Director or CEO

NO

\$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	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) \$	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Nishi Agrawal	Independent (Chairperson)	19/06/2019	
		Uma Sharma	Non-Executive(Member)	19/06/2019	
		Udit Agarwal	Independent (Member)	06/12/2014	

2. Nomination & Remuneration Committee	Yes	Udit Agarwal	Independent (Chairperson)	06/12/2014	
		Nishi Agrawal	Independent (Member)	19/06/2019	
		Uma Sharma	Non-Executive (Member)	19/06/2019	
3. Risk Management Committee (if applicable)	N.A.	N.A.	N.A.	N.A.	N.A.
4. Stakeholders Relationship Committee'	Yes	Udit Agarwal	Independent (Chairperson)	06/12/2014	
		Nishi Agrawal	Independent (Member)	19/06/2019	
		Uma Sharma	Non-Executive (Member)	19/06/2019	

&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

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present (relevant quarter)</i>	<i>Number of Independent Directors present (relevant quarter)</i>	<i>Maximum gap between any two consecutive meetings (in number of days)</i>
13/11/2019		Yes	4	2	
	18/01/2020	Yes	4	2	65 days

* To be filled in only for the current quarter meetings

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*</i>	<i>Number of Directors present (relevant quarter)</i>	<i>Number of Independent Directors present (relevant quarter)</i>	<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings (in number of days*)</i>

			quarter)		
18/01/2020	Yes	3	2		65 days
	Yes	3	2	13/11/2019	
(b) Stakeholders Relationship Committee					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum (details)</i>	<i>Number of Directors present (relevant quarter)</i>	<i>Number of Independent Directors present (relevant quarter)</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>
-	-	-	-	-	-
(c) Nomination and Remuneration Committee					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum (details)</i>	<i>Number of Directors present (relevant quarter)</i>	<i>Number of Independent Directors present (relevant quarter)</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>
-	-	-	-	-	-
* 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					
Subject				Compliance status (Yes/No/NA) refer note below	
Whether prior approval of audit committee obtained				Yes	
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 - **Yes**

2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015

a. Audit Committee - **Yes**

b. Nomination & remuneration committee - **Yes**

c. Stakeholders relationship committee - **Yes**

d. Risk management committee (applicable to the top 100 listed entities) - **N.A.**

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 - **Yes**

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 - **Yes**

5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - **Yes**

For AAR COMMERCIAL COMPANY LIMITED

S/d-

Arvind Kumar Modi

CS & Compliance Officer

09.05.2020

ANNEXURE - II

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 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)	N.A.
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)	Yes
Approval for material related party Transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
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

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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

For AAR COMMERCIAL COMPANY LIMITED

S/d-

**Arvind Kumar Modi
CS & Compliance Officer
09.05.2020**