

## **AAR COMMERCIAL COMPANY LIMITED**

1. Name of Listed Entity: **AAR COMMERCIAL COMPANY LIMITED**
2. Quarter ending: **31<sup>st</sup> March, 2022 (Yearly)**

<b>I. Composition of Board of Directors</b>												
Title (Mr. / Ms)	Name of the Director	PAN\$ & DIN	Category (Chairpers on/Executi ve/Non- Executive/i ndependen t/Nominee ) &	Initial Date of Appointm ent	Date of Re- Appointm ent	Date of Cessat ion	Tenure*	Date of Birth	No of Direct orship in listed entitie s includ ing this listed entity [In refere nce to Regula tion 17(1)]	No of Indepen dent Directo rship in listed entities includin g this listed entity [In referen ce to proviso to Regulati on 17(1)]	Numb er of memb ership s in Audit/ Stakeho lder Comm ittee(s ) includ ing this listed entity [Refer Regula tion 26(1) of Listing Regula tions]	No of post of Chairpe rson in Audit/ Stakeho lder Commit tee held in listed entities includin g this listed entity [Refer Regulati on 26(1) of Listing Regulati ons]
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- Indepen dent Director	06-05- 2014			NA	16-09- 1956	1	NIL	2	NIL
Mr.	Udit Agarwal	PAN: APVPA 4518F DIN: 07036 864	Non- Executive Indepen dent Director	06-12- 2014	06-12- 2019		88 Months Approx	15-11- 1987	3	3	1	1
Mrs.	Nishi Agrawal	PAN: AKBPA 5026D DIN: 08441 260	Non- Executive Indepen dent Director	19-06- 2019			34 Months Approx	10-05- 1986	2	2	2	1
Whether Regular Chairperson appointed								YES				
Whether Chairperson is related to Managing Director or CEO								NO				
<p>\$PAN number of any director would not be displayed on the website of Stock Exchange &amp; 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.</p>												
<b>II. Composition of Committees</b>												
<b>Name of Committee</b>		<b>Whether Regular Chairperson appointed</b>		<b>Name of Committee members</b>		<b>Category (Chairperson/Executive/ Non- Executive/Independent/ Nominee) \$</b>		<b>Date of Appointment</b>		<b>Date of Cessation</b>		
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.	
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>
11-11-2021	-	Yes	4	2	-
-	<b>11.02.2022</b>	Yes	4	2	91 days
	<b>31.03.2022</b>	Yes	4	2	47 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</i>	<i>Number of Independent Directors present</i>	<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Maximum gap between any two</i>
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		quarter)	(relevant quarter)		<i>consecutive meetings (in number of days*)</i>
-	Yes	3	2	11-11-2021	-
11-02-2022	Yes	3	2	-	91 days
31-03-2022	Yes	3	2	-	47 days

**(b) Stakeholders Relationship Committee**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum (details) met</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>
29.03.2022	Yes	3	2	-	-

**(c) Nomination and Remuneration Committee**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum (details) met</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>
29.03.2022	Yes	3	2	-	-

\* 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) refer note below</i>
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 1000 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-

Anupam Khetan

**Whole-time Director**

**DIN: 07003797**

**18.04.2022**

**ANNEXURE - II**

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>ITEM</b>	<b>COMPLIANCE STATUS</b>
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.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.
New name and the old name of the listed entity	N.A.
Advertisements as per Regulation 47(1)	Yes

Credit rating or revision in credit rating obtained	N.A.	
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	
Materiality Policy as per Regulation 30	Yes	
Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
It is certified that these contents on the website of the listed entity are correct	Yes	
Disclosure of notes on website in terms of Listing Regulations explanatory	-	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
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
Quorum of Board Meeting	17(2A)	Yes
Review of Compliance Reports	17(3A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes

Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination & Remuneration Committee	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1), (2), (3), (4)	N.A.
Meeting of Risk Management Committee	21(3A)	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.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
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
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes



Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Directors	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	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
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<p><b>III Affirmations:</b></p> <p>The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.</p>		
<p><b>For AAR COMMERCIAL COMPANY LIMITED</b></p> <p>s/d- Anupam Khetan <b>Whole-time Director</b> <b>DIN: 07003797</b> <b>18.04.2022</b></p>		

**ANNEXURE – IV**

<b>Additional Half Yearly Disclosure</b>			
Applicability of disclosure	Not Applicable		
Reasons for Non-Applicability	The Company has not availed nor provided any loans, guarantees, comfort letters and securities directly or indirectly during the half year ended 31 <sup>st</sup> March, 2022.		
<b>I. Disclosure of Loans/guarantees/comfort letters etc.</b>			
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
<b>(B) Any guarantee/comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
Promoter or any other entity controlled by them		0	0
Promoter Group or any other entity controlled by them		0	0
Directors (including relatives) or any other		0	0

entity controlled by them			
KMPs or any other entity controlled by them	0	0	0
<b>(D) Additional Information</b>			
Not Applicable			
<b>II. Affirmations</b>			
<b>Affirmations</b>		<b>Compliance Status</b>	<b>Company Remarks</b>
All loans (or other form of debt). Guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to		NA	NA
<b>Name</b>	Avijit Das		
<b>Designation</b>	CFO		
<b>Place</b>	Kolkata		
<b>Date</b>	18.04.2022		