

AAR COMMERCIAL COMPANY LIMITED

CIN : L63090WB1982PLC035019

1, GIBSON LANE, 2ND FLOOR, ROOM NO. 208, KOLKATA - 700 069
☎ : 033-40675228, ✉ : investors.commercial@rediffmail.com, Website : www.aarccl.in

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **AAR COMMERCIAL COMPANY LIMITED**

Quarter ending on: 31st March, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No/N.A. | Remarks |
|---|-----------------------------|----------------------------------|---|
| II. Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49 (II A) | Yes | |
| (B) Independent Directors | 49 (II B) | Yes | Company shall disclose criteria, programme etc. in its next Annual Report as per the provisions. |
| (C) Non-executive Directors' compensation and disclosures | 49 (II C) | Yes | Except sitting fees for attending the meetings of the Board and Committee thereof, Non-executive Directors are not being paid any remuneration. |
| (D) Other provisions as to Board and Committees | 49 (II D) | Yes | |
| (E) Code of Conduct | 49 (II E) | Yes | The Board has laid down a code of conduct for all Board members and senior management and has been posted on the web-site of the Company. |
| (F) Whistle Blower Policy | 49 (II F) | Yes | The Company has established a vigil mechanism for directors and employees and has been posted on the |



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| | | | website of the Company. |
| III. Audit Committee | 49 (III) | | |
| (A) Qualified & Independent Audit Committee | 49 (III A) | Yes | |
| (B) Meeting of Audit Committee | 49 (III B) | Yes | |
| (C) Powers of Audit Committee | 49 (III C) | Yes | |
| (D) Role of Audit Committee | 49 (III D) | Yes | |
| (E) Review of Information by Audit Committee | 49 (III E) | Yes | |
| IV. Nomination And Remuneration Committee | 49 (IV) | Yes | |
| V. Subsidiary Companies | 49 V | N.A. | The Company has no subsidiary Company(ies). |
| VI. Risk Management | 49 (VI) | N.A. | Applicable to top 100 Companies. Company undertakes to abide by the provisions of the Clause 49 (VI). |
| VII. Related Party Transactions | 49 (VII) | Yes | The Company has formulated a policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions. |
| VIII. Disclosures | 49 (VIII) | | |
| (A) Related party transactions | 49 (VIII A) | Yes | "Will be complied with in the next Annual Report." |
| (B) Disclosure of Accounting Treatment | 49 (VIII B) | N.A | In the preparation of the financial statements, treatment as prescribed in an Accounting Standard has been followed. Hence no disclosure is required. |
| (C) Remuneration of Directors | 49 (VIII C) | Yes | Disclosure as required to |



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| | | | be disclosed in the Annual Report shall be appropriately disclosed in the next Annual Report. |
| (D) Management | 49 (VIII D) | Yes | "Will be complied with in the next Annual Report." |
| (E) Shareholders | 49 (VIII E) | Yes | Investors Grievance committee has been formed in accordance with applicable provisions. Others will be complied with in the next Annual Report. |
| (F) Proceeds from public issues, rights issues, preferential issues etc. | 49 (VIII F) | N.A. | |
| IX. CEO/CFO Certificate | 49 (IX) | N.A. | "Will be complied with in The next Annual Report" |
| X. Report on Corporate Governance | 49 (X) | N.A. | "Will be complied with in The next Annual Report" |
| XI. Compliance | 49 (XI) | N.A. | "Will be complied with in The next Annual Report" |

