

## AAR COMMERCIAL COMPANY LIMITED

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

2. Quarter ending: **30<sup>th</sup> September, 2019 (Half-Yearly)**

<b>I. Composition of Board of Directors</b>												
<b>Title (Mr. / Ms)</b>	<b>Name of the Director</b>	<b>PAN\$ &amp; DIN</b>	<b>Category (Chairperson/Executive/Non-Executive/Independent/Nominee) &amp;</b>	<b>Initial Date of Appointment</b>	<b>Date of Re-Appointment</b>	<b>Date of Cessation</b>	<b>Tenure*</b>	<b>Date of Birth</b>	<b>No of Directorship in listed entities including this listed entity [In reference to Regulation 17(1)]</b>	<b>No of Independent Directorship in listed entities including this listed entity [In reference to proviso to Regulation 17(1)]</b>	<b>Number of memberships in Audit/Stakeholder Committee(s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]</b>	<b>No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity [Refer Regulation 26(1) of Listing Regulations]</b>
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			58 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			4 Months Approx	10/05/1986	1	1	1	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)	23/06/2019	
3. Risk Management Committee (if applicable)		N.A.	N.A.	N.A.	N.A.
4. Stakeholders Relationship Committee'		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>
25/04/2019		Yes	5	3	54 days
19/06/2019		Yes	4	2	
	<b>13/08/2019</b>	Yes	4	2	54 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</i>

					days* )
	Yes	3	3	25/04/2019	54 days
	Yes	3	2	19/06/2019	
<b>13/08/2019</b>	Yes	3	2		54 days
<b>(b) Stakeholders Relationship Committee</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (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>
	Yes	3	3	25/04/2019	54 days
	Yes	3	2	19/06/2019	
<b>13/08/2019</b>	Yes	3	2		54 days
<b>(c) Nomination and Remuneration Committee</b>					
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (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>
	Yes	3	2	19/06/2019	54 days
<b>13/08/2019</b>	Yes	3	2		
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional					
<b>V. Related Party Transactions</b>					
<b>Subject</b>				<b>Compliance status (Yes/No/NA)</b> 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.
<p><b>Note</b></p> <p>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.</p> <p>2 If status is "No" details of non-compliance may be given here.</p>	
<p><b>VI. Affirmations</b></p>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - <b>Yes</b>  2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015  a. Audit Committee - <b>Yes</b>  b. Nomination &amp; remuneration committee - <b>Yes</b>  c. Stakeholders relationship committee - <b>Yes</b>  d. Risk management committee (applicable to the top 100 listed entities) - <b>N.A.</b>  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 - <b>Yes</b>  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 - <b>Yes</b>  5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors - <b>Yes</b></p>	
<p><b>For AAR COMMERCIAL COMPANY LIMITED</b></p> <p>Anupam Khetan  <b>Whole-time Director</b>  <b>14.10.2019</b></p>	

**ANNEXURE III**

<b>I AFFIRMATIONS</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b> refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	<b>Yes</b>
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	<b>Yes</b>
Presence of Chairperson of the nomination and remuneration committee at the Annual General Meeting	19(3)	<b>Yes</b>
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	<b>Yes</b>
<b>Note</b> 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.		
<b>For AAR COMMERCIAL COMPANY LIMITED</b>  Anupam Khetan <b>Whole-time Director</b> <b>14.10.2019</b>		