

## **AAR COMMERCIAL COMPANY LIMITED**

[CIN: L63090WB1982PLC035019]

1, British India Street (Old Complex), Mezzanine Floor, Room No.20, Kolkata-700069  
Website: www.aarcl.in; Tel: 033-46003498, E mail: investors.commercial@rediffmail.com

### **NOTICE CONVENING THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF AAR COMMERCIAL COMPANY LIMITED**

#### **NOTICE**

**Notice pursuant to Section 101 & 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.**

To,

The Members of

**AAR COMMERCIAL COMPANY LIMITED**

Notice is hereby given that pursuant to Section 101 & 108 of the Companies Act, 2013, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time. A meeting of the Equity Shareholders of the Company shall be convened and held for considering and, if thought fit, for passing the resolution set out below in relation to Shifting of Registered Office from Kolkata, West Bengal to National Capital Territory (NCT of Delhi) and consequent amendment in Clause – II of Memorandum of Association of the Company.

Take further notice that in pursuance of the said notice, a meeting of the Equity Shareholders of the Company will be held at the Registered Office of the Company at 1, British India Street, (Old Complex) Mezzanine Floor, Room No. 20, Kolkata – 700069, W.B. on Monday, 25th February, 2019 at 11.30 a.m. You are requested to attend the same.

A Notice of Extra-Ordinary General Meeting (EOGM) along with Explanatory Statement and a Form of Proxy is enclosed.

#### **E-VOTING OPTIONS**

Pursuant to Section 108 of the companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, we are pleased to offer E-Voting facility, as an alternate, to our members, which would enable them to cast their votes electronically, instead of voting physically on ballot papers. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating E-voting to the shareholders of the Company in order to enable them to cast their votes electronically, instead of voting physically on ballot papers. Instructions for voting electronically are printed in this Notice.

Take further notice that you may vote through e-voting or attend and vote at the said meeting in person or through proxy, provided that a proxy in the prescribed form, duly signed by you or your Authorized Representative, is deposited at the Registered Office of the Company at 1, British India Street, (Old Complex) Mezzanine Floor, Room No. 20, Kolkata – 700069, W.B., India not later than 48 hours before the time of the aforesaid meeting.

The Scrutinizer shall submit his report to the Chairman of the Company upon completion of scrutiny, in a fair and transparent manner, of voting through E-Voting Platform and on Physical Ballot not later than 2 days from 25th February, 2019. The Chairman shall announce the results of on or before 27th February, 2019.

The result of the voting will also be displayed on the Notice Board at the Registered Office of the Company and shall also be posted on the Company's website www.aarcl.in besides communicating the same to the Stock Exchanges.

#### **SPECIAL BUSINESS**

##### **ITEM NO. 1: SHIFTING OF REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF WEST BENGAL TO NATIONAL CAPITAL TERRITORY (NCT) OF DELHI**

**To consider and, if thought fit, to pass the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 12 and 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 30 of the Companies (Incorporation) Rules, 2014 (including any statutory modification(s), or re-enactment(s) thereof for the time being in force) and subject to the approval of the Regional Director/Central Government/any other competent authority(ies) as may be prescribed from time to time and subject to such other approval(s), consent(s) permission(s) and sanction(s), as may be required under the provisions of the said Act or under any other law for the time being in force, consent of the members of the Company be and is hereby accorded for shifting the Registered Office of the Company from the State of West Bengal to NCT of Delhi and that Clause II of the Memorandum of Association of the Company be substituted with the following clause:

**“ II. The Registered Office of the Company will be situated in the National Capital Territory of Delhi i.e. within the jurisdiction of Registrar of Companies, Delhi.”**

**“RESOLVED FURTHER THAT** upon the aforesaid Resolution becoming effective, the Registered Office of the Company be shifted from 1, British India Street, (Old Complex) Mezzanine Floor, Room No. 20, Kolkata – 700069, W.B. to Unit No. 425, Fourth Floor, S.G. Shopping Mall, Plot No. 8, Sector – 9, Rohini, Delhi – 110085 or such other address in the NCT of Delhi as the Board of Directors may decide from time to time”.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, filings, matters and things and execute all such deeds, documents, affidavit, confirmations, undertakings, instruments and writings as may be required, with powers on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard as the Board may in its sole and absolute discretion deems fit and delegate all or any of its powers herein conferred to any Directors(s), Officer(s) and /or the Consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.”

**ITEM NO. 2: ALTERATION IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY WITH REGARD TO CHANGE IN SITUATION OF THE REGISTERED OFFICE CLAUSE**

**To consider and, if though fit, to pass, the following resolution, as a Special Resolution:**

**“RESOLVED THAT** pursuant to Section 13 and 14 and other applicable provisions, if any, of the Companies Act, 2013, the Memorandum & Articles of Association of the Company be and is hereby altered, by substituting the clause II of the Memorandum of Association of the Company in place of the existing clause:

**Clause II - The Registered office of the Company will be situated in the National Capital Territory of Delhi i.e. within the jurisdiction of Registrar of Companies, Delhi.**

By Order of the Board of Directors  
**AAR COMMERCIAL COMPANY LIMITED**

DIRECTOR  
(Anupam Khetan)  
DIN: 07003797

Place: Kolkata  
Date: 21st January, 2019

Registered Office:  
1, British India Street, (Old Complex),  
Mezzanine Floor, Room No. 20,  
Kolkata – 700069  
CIN-L63090WB1982PLC035019  
Tel: 033-46003498  
Email: investors.commercial@rediffmail.com  
Website: www.aarcl.in

**NOTES:**

- 1. Explanatory Statement under Section 102(1) of the Companies Act, 2013 is annexed.**
- 2. 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 Notice of EOGM 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.
- 3. A Minor shall not be appointed as a Proxy.**
- 4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.**
- 5. 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.

6. 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.
7. Members who hold shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
8. 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 Registrars and Transfer Agents, for consolidation into a single folio.
9. The notice is being sent to all the members, whose names appeared in the register of members/ Record of Depositories on 18th January, 2019. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on 18th February, 2019.
10. All alterations made in the form of the proxy should be initialed.
11. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item Nos. 1 & 2 are enclosed herewith and forms an integral part of this Notice.
12. The route map to the venue of the Meeting is enclosed herewith and forms an integral part of the notice and Chandni Chowk /Esplanade Metro Station is a prominent location near the venue of the Meeting.
13. The voting rights of shareholders shall be in proportion of the shares held by them in the paid-up equity share capital of the Company as on the cut-off date i.e. 18th February, 2019 as per the Register of Members of the Company.
14. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the business proposed for the ensuing Members' Meeting, may be transacted through electronic voting system provided by NSDL and the Company is providing facility for voting by electronic means ("e-voting") to its members. Resolution(s) passed by members through e-voting is / are deemed to have been passed as if they have been passed at the ensuing Members' Meeting.
15. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
16. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link <https://www.evoting.nsdl.com/> during the following voting period.  
Commencement of e-voting: From 9.00 a.m. of Friday, 22nd February, 2019  
End of e-voting: Upto 5:00 p.m. of Sunday, 24th February, 2019  
E-voting shall not be allowed beyond 5.00 p.m. of Sunday, 24th February, 2019  
During the e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The cut-off date for the limited purpose of e-voting is Monday, 18th February, 2019.
17. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice.
18. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the Login ID and password for e-voting along with process, manner and instructions is being sent physically.
19. The Company has, in compliance with Rule 20 of the (Management and Administration) Rules, 2014, appointed Mr. Anurag Fatehpuria, Company Secretary in Practice having Membership (ICSI Membership No. A34471 and CP No. 12855), as the Scrutinizer (as consented to be appointed as Scrutinizer) for conducting the electronic process in a fair and transparent manner.

20. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
21. Non-resident Indian Members are requested to inform the Company's Share Registrar – Niche Technologies (P) Limited immediately for:
  - (a) the change in the residential status on return to India for permanent settlement; and
  - (b) the particulars of the bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank, if not furnished earlier.
22. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's Registrar.
23. Members who have not registered their e-mail addresses so far are requested to register their email addresses so that they can receive the Notice of Meetings, Annual Report and other communication from the Company electronically.
24. The soft copy of the Notice is also available at the website of the Company i.e. [www.aarcl.in](http://www.aarcl.in). The soft copy of the Notice is also available at the website of the Stock Exchanges i.e. [www.cse-india.com](http://www.cse-india.com) and [www.bseindia.com](http://www.bseindia.com).
25. Members may contact Mr. Arvind Kumar Modi, Company Secretary (email: [investors.commercial@rediffmail.com](mailto:investors.commercial@rediffmail.com), Contact No: +033-46003498), for any grievances connected with voting by electronic means at the Registered Office of the Company at 1, British India Street (Old Complex), Mezzanine Floor, Room No. 20, Kolkata – 700069, W.B. INDIA.
26. In addition to the providing of E-Voting facility, the Company is convening a physical Meeting of the shareholders of the Company on Monday, 25th February, 2019 at 11.30 a.m. at the Registered Office of the Company at 1, British India Street (Old Complex), Mezzanine Floor, Room No. 20, Kolkata – 700069, W.B. INDIA for obtaining their approval to the proposed shifting of Registered Office as above.

**27. No gifts or coupons shall be distributed at the meeting.**

**28. PROCESS AND MANNER FOR REMOTE E-VOTING:**

**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](http://www.evoting.nsdl.com).
    - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 (Scrutinizer mail ID) to with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.

## EXPLANATORY STATEMENT

### Item Nos. 1 & 2

At present, the Registered Office of the Company is situated in Kolkata, West Bengal. To exercise better administrative and economic control and enable the Company to rationalize and streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on January 21, 2019 has recommended shifting of the Registered Office of the Company from Kolkata, West Bengal to National Capital Territory (NCT) of Delhi (i.e. from the jurisdiction of Registrar of Companies, West Bengal to the jurisdiction of Registrar of Companies, Delhi). The proposed shifting of Registered Office is in the best interest of the Company, shareholders and all concerned parties and will not be detrimental to the interest of members of the public, shareholders, creditors or employees, in any manner whatsoever.

Pursuant to the provisions of Section 12 and 13 of the Companies Act, 2013 and all other applicable provisions, if any, of the Act read with Rule 30 of the Companies (Incorporation) Rules, 2014 shifting of the Registered Office from one State to another and alteration of Clause II of the Memorandum of Association of the Company requires the approval of the members of the Company by means of a Special Resolution and approval of the Regional director/Central Government.

Copy of the existing Memorandum & Articles of Association along with the proposed amendments as set out in Resolutions 1 and 2 of the Notice would be available for inspection by the members at the Registered Office of the Company during business hours between 10.30 a.m. to 5.30 p.m. on all working days (Monday to Friday) except holidays, up to the date of announcement of the result of EOGM.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the Resolutions set out at Item Nos. 1 and 2 of the Notice for approval by the Members by way of Special Resolution.

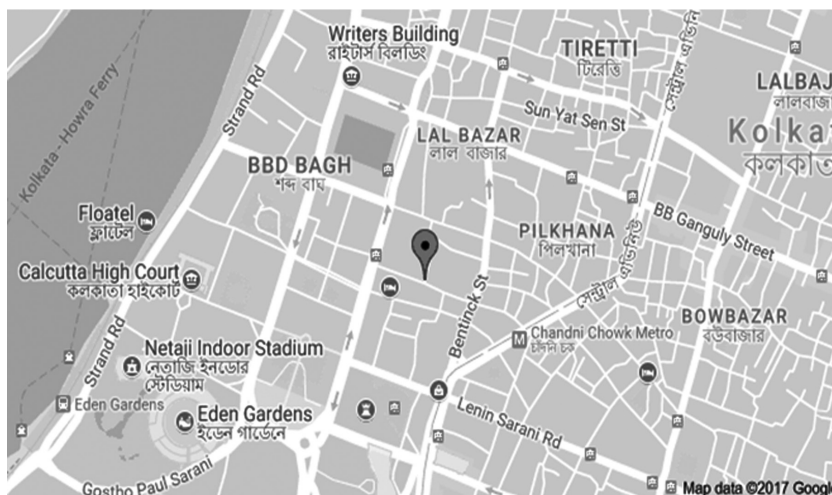
By Order of the Board of Directors  
**AAR COMMERCIAL COMPANY LIMITED**

DIRECTOR  
(Anupam Khetan)  
DIN: 07003797

Place: Kolkata  
Date: 21st January, 2019

Registered Office:  
1, British India Street, (Old Complex),  
Mezzanine Floor, Room No. 20,  
Kolkata – 700069  
CIN-L63090WB1982PLC035019  
Tel: 033-46003498  
Email: investors.commercial@rediffmail.com  
Website: www.aarccl.in

### GUIDE MAP TO VENUE OF EGM



**AAR COMMERCIAL COMPANY LIMITED**

[CIN: L63090WB1982PLC035019]

1, British India Street (Old Complex), Mezzanine Floor, Room No.20, Kolkata-700069  
Website: www.aarccl.in; Tel: 033-46003498, E mail: investors.commercial@rediffmail.com

**ATTENDANCE SLIP**

## EXTRA-ORDINARY GENERAL MEETING

Name of the Member (Including Joint-holders, if any) (In Block Letters)	
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 Extra-Ordinary General Meeting of the Company to be held on Monday, 25th February, 2019 at 11:30 A.M. at 1, British India Street (Old Complex), Mezzanine Floor, Room No. 20, Kolkata – 700 069.

**Signature of Shareholder/Proxy/Authorised Representative****Note:**

- 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.
- 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.

**AAR COMMERCIAL COMPANY LIMITED**

[CIN: L63090WB1982PLC035019]

1, British India Street (Old Complex), Mezzanine Floor, Room No.20, Kolkata-700069  
Website: www.aarccl.in; Tel: 033-46003498, E mail: investors.commercial@rediffmail.com

FORM NO. MGT-11

**FORM OF PROXY**

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

Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No. / *DP-ID & Client	

*\*Applicable for Investors holding shares in electronic form.*

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

1.	Name:	Address:
	E-mail Id:	Signature:

Or failing him

2.	Name:	Address:
	E-mail Id:	Signature:

Or failing him

3.	Name:	Address:
	E-mail Id:	Signature:

as my / our proxy to addend and vote (on a poll) for me / us and on my/ our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Monday, 25th February, 2019 at 11.30 A.M. at 1, British India Street (Old Complex), Mezzanine Floor, Room No. 20, Kolkata – 700069 and any adjournment thereof in respect of such resolutions as are indicated in the following page:

**P.T.O.**

Resolution No.	Description of Resolutions	For	Against
1	Shifting of Registered Office of the Company from the State of West Bengal to National Capital Territory of Delhi (NCT of Delhi)		
2	Alteration in the Memorandum of Association of the Company with regard to change in Situation of the Registered Office Clause.		

Signed this ..... day of ..... 2019.

Affix Re.1  
Revenue  
Stamp

-----  
Signature of Shareholder

-----  
Signature of Proxy holder(s):

**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 the resolution, 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.