

## ANNEXURE TO THE DIRECTORS' REPORT

ANNEXURE - A

Form No. MGT-9

**EXTRACT OF ANNUAL RETURN  
as on the financial year ended on 31st March, 2018**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]*

**I. REGISTRATION AND OTHER DETAILS :**

1	<b>CIN</b>	L63090WB1982PLC035019*
2	<b>Registration Date</b>	28.06.1982
3	<b>Name of the Company</b>	AAR COMMERCIAL COMPANY LIMITED
4	<b>Category/Sub-Category of the Company</b>	Company limited by shares
5	<b>Address of the Registered office and contact details</b>	Flat No - 22, Second Floor, Right Side, Bazar Line, Bhogal, Jangpura, New Delhi - 110 014
6	<b>Whether listed company</b>	Listed
7	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	NICHE TECHNOLOGIES PVT. LTD. 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata- 700017 Phone No. 033-22806616/6617/6618

\* Registered Office of the Company has been shifted from the jurisdiction of Registrar of Companies, West Bengal to the jurisdiction of Registrar of Companies, Delhi and Haryana (from Kolkata to New Delhi). E-Form INC-22 (informing the Registrar of Companies about situation of New Registered Office) has been filed with ROC. New Corporate Identification Number has not been generated/provided yet.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated) :-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Trading in cotton or fabrics	51491	100.00

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

All the business activities contributing 10% or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
NOT APPLICABLE			

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****A. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER</b>									
1) <b>Indian</b>									
a) Individual/ HUF	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2018]				No. of Shares held at the end of the year [As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Total shareholding of Promoter (A)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>B. PUBLIC SHAREHOLDING</b>									
<b>1. Institutions</b>									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Sub-total (B)(1)</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
<b>2. Non Institutions</b>									
a) Bodies Corp.	398063	13900	411963	4.114	201063	13900	214963	2.147	(1.967)
(i) Indian									
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1038	110250	111288	1.111	1038	21850	22888	0.229	(0.882)
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9374899	115850	9490749	94.775	9571899	204250	9776149	97.625	2.850
c) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Resident Indians	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Trusts	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(2)</b>	<b>9774000</b>	<b>240000</b>	<b>10014000</b>	<b>100.00</b>	<b>9774000</b>	<b>240000</b>	<b>10014000</b>	<b>100.00</b>	<b>Nil</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>9774000</b>	<b>240000</b>	<b>10014000</b>	<b>100.00</b>	<b>9774000</b>	<b>240000</b>	<b>10014000</b>	<b>100.00</b>	<b>Nil</b>
<b>C. SHARES HELD BY CUSTODIAN FOR GDRS &amp; ADRS</b>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
<b>Grand Total (A+B+C)</b>	<b>9774000</b>	<b>240000</b>	<b>10014000</b>	<b>100.00</b>	<b>9774000</b>	<b>240000</b>	<b>10014000</b>	<b>100.00</b>	<b>Nil</b>

**B. Shareholding of Promoters**

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
NOT APPLICABLE								

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

## C. Change in Promoters' Shareholding

SN	Name of Promoter	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

NOT APPLICABLE

## D. Shareholding of top ten shareholders (other than Directors, Promoters and holders of ADRs and GDRs)

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Alka Agarwal</b>				
	a) At the beginning of the year	0	0.00	-	-
	<b>b) Changes during the year</b>				
	Date	Reason			
	25-05-2018	Transfer	<b>999000</b>	<b>9.976</b>	<b>999000</b>
	c) At the end of the year	-	-	999000	9.976
2.	<b>Chandni Agrawal</b>				
	a) At the beginning of the year	0	0.00	-	-
	<b>b) Changes during the year</b>				
	Date	Reason			
	10-08-2018	Transfer	<b>563899</b>	<b>5.631</b>	<b>563899</b>
	17-08-2018	Transfer	<b>197000</b>	<b>1.967</b>	<b>197000</b>
	c) At the end of the year	-	-	760899	7.598
3.	<b>Kamal Kumar Jain</b>				
	a) At the beginning of the year	500000	4.993	-	-
	<b>b) Changes during the year</b>	<b>[No changes during the year]</b>			
	c) At the end of the year	-	-	500000	4.993
4.	<b>Maheshkumar Gupta</b>				
	a) At the beginning of the year	0	0.00	-	-
	<b>b) Changes during the year</b>				
	Date	Reason			
	06-07-2018	Transfer	<b>634000</b>	<b>6.331</b>	<b>634000</b>
	20-07-2018	Transfer	<b>358000</b>	<b>3.575</b>	<b>992000</b>
	c) At the end of the year	-	-	992000	9.906
5.	<b>Manju Agarwal</b>				
	a) At the beginning of the year	495000	4.943	-	-
	<b>b) Changes during the year</b>	<b>[No changes during the year]</b>			
	c) At the end of the year	-	-	495000	4.943
6.	<b>Naresh Chandra Agarwal</b>				
	a) At the beginning of the year	499000	4.983	-	-
	<b>b) Changes during the year</b>	<b>[No changes during the year]</b>			
	c) At the end of the year	-	-	499000	4.983
7.	<b>Nidhi Jain</b>				
	a) At the beginning of the year	498000	4.973	-	-
	<b>b) Changes during the year</b>	<b>[No changes during the year]</b>			
	c) At the end of the year	-	-	498000	4.973

## ANNEXURE TO THE DIRECTORS' REPORT (Contd.)

8.	Priyanka Gupta				
	a) At the beginning of the year	0	0.00	-	-
	<b>b) Changes during the year</b>				
	Date	Reason			
	08-06-2018	Transfer	156000	1.558	156000
	15-06-2018	Transfer	466000	4.653	622000
	22-06-2018	Transfer	375000	3.745	997000
	c) At the end of the year	-	-	997000	9.956
9.	<b>Rounak Pansari</b>				
	a) At the beginning of the year	496000	4.953	-	-
	<b>b) Changes during the year</b>	[No changes during the year]			
	c) At the end of the year	-	-	496000	4.953
10.	<b>Sheetal Jalan</b>				
	a) At the beginning of the year	499500	4.988	-	-
	<b>b) Changes during the year</b>	[No changes during the year]			
	c) At the end of the year	-	-	499500	4.988
11.	<b>Shivang Kumar Pansari</b>				
	a) At the beginning of the year	497000	4.963	-	-
	<b>b) Changes during the year</b>	[No changes during the year]			
	c) At the end of the year	-	-	497000	4.963
12.	<b>Sumitra Jain</b>				
	a) At the beginning of the year	498000	4.973	-	-
	<b>b) Changes during the year</b>	[No changes during the year]			
	c) At the end of the year	-	-	498000	4.973
13.	<b>Sushil Kumar Jalan</b>				
	a) At the beginning of the year	499500	4.988	-	-
	<b>b) Changes during the year</b>	[No changes during the year]			
	c) At the end of the year	-	-	499500	4.988
14.	<b>Sushila Jain</b>				
	a) At the beginning of the year	500000	4.993	-	-
	<b>b) Changes during the year</b>	[No changes during the year]			
	c) At the end of the year	-	-	500000	4.993
	At the end of the year	495000	4.943	495000	4.943
	<b>TOTAL</b>	<b>4982000</b>	<b>49.750</b>	<b>8730899</b>	<b>87.187</b>

## E. Shareholding of Directors and Key Managerial Personnel :

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Anupam Khetan</b>				
	a) At the beginning of the year	360000	3.595	-	-
	<b>b) Changes during the year</b>				
	Date	Reason			
	06-07-2018	Transfer	-360000	3.595	0
	c) At the end of the year			0	0.000

**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment : NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration Name of Whole-time Director: Mr. Anupam Khetan	Total Amount (Rs. in lacs)
1.	<b>Gross Salary</b> a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	1.18 - -
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as% of profit	-
5.	Others, please specify	-
	<b>Total</b>	<b>1.18</b>
	Ceiling as per the Act: 10% of the profits calculated under section 198 of the Companies Act, 2013	

B. Remuneration to other directors :

SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs. in lacs)
1	<b>Independent Directors</b>				
		Mr. Udit Agarwal	Mr. Kumar Deepak	Mr. Rajendra Yadav	
	Fee for attending board committee meetings	0.08	0.08	0.08	0.24
	Commission	-	-	-	-
	Others	-	-	-	-
	<b>Total (1)</b>	<b>0.08</b>	<b>0.08</b>	<b>0.09</b>	<b>0.24</b>
2	<b>Other Non-Executive Directors</b>				
		Mrs. Uma Sharma		Total Amount (Rs. in lacs)	
	Fee for attending board committee meetings	0.02		0.02	
	Commission	-		-	
	Others	-		-	
	<b>Total (2)</b>	<b>0.02</b>		<b>0.02</b>	
	Ceiling as per the Act	1% of the profits calculated under section 198 of the Companies Act, 2013.			

**ANNEXURE TO THE DIRECTORS' REPORT** (Contd.)**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD :**

SN	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total Amount (Rs. in lacs)
		Mr. Arvind Kumar Modi	Mr. Avijit Das	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2.64	2.20	4.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission as % of profit	--	--	--
5	Others	--	--	--
	<b>Total</b>	<b>2.64</b>	<b>2.20</b>	<b>4.84</b>

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : NIL**