AAR COMMERCIAL CO LTD

[CIN: L63090WB1982PLC035019]
23A, N.S. Road, Room No. 34A, 7th Floor, Kolkata-700001
Website: www.aarccl.in; Tel: 033-40675228, E mail: investors.commercial@rediffmail.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY SECOND ANNUAL GENERAL MEETING OF AAR COMMERCIAL CO LTD (CIN – L63090WB1982PLC035019) WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2014 AT 11:00 A.M., AT THE REGISTERED OFFICE, 23A, N.S. ROAD, ROOM NO. 34A, 7TH FLOOR, KOLKATA – 700001 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.

2. To appoint Director in place of Ravi Agarwal (DIN: 00182108), who retires by rotation and is eligible for re-appointment.

3. Appointment of Auditors

   To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:-

   "RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, **M/s Agarwal S. Kumar & Associates**, Chartered Accountants (ICAI Firm Registration No. 322324E) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Thirty-Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration, out-of pocket, travelling and living expenses, etc., as may be mutually agreed upon between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. **APPOINTMENT OF MR. RAJENDRA YADAV AS AN INDEPENDENT DIRECTOR.**

   To consider and if thought fit, to pass with or without modification, if any, the following resolution as an Ordinary Resolution:-

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Rajendra Yadav, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, and in respect of whom the Company has received notice in writing from a member

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under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, to hold office up to 5 (five) consecutive years up to 29th September, 2019, and is not liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. **APPOINTMENT OF MRS. UMA SHARMA AS A DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

"RESOLVED THAT Mrs. Uma Sharma (DIN: 06862354) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 6th May 2014, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient or desirable to give effect to this Resolution and/or to make modification as may be deemed to be in the best interest of the Company."

6. **ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION.**

To consider and if thought fit, to pass with or without modification(s) the following resolutions as **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of section 5 read with Section 14 of the Companies Act, 2013, the regulations contained in the existing Articles of Association of the Company be and are hereby replaced with the new set of Articles of Association of the Company, a copy of which is placed before the meeting and duly initialed by the Chairman for the purpose of identification."

"RESOLVE FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such fillings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

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AAR COMMERCIAL COMPANY LIMITED

By Order of the Board of Directors

AAR COMMERCIAL CO LTD
AAR COMMERCIAL COMPANY LTD.

Director / Authorised Signatory
DIRECTOR
Navdeep Sharma

Kolkata, August 18th, 2014

Registered Office:
23A, N.S. Road, Room No. 34A, 7th Floor, Kolkata – 700001
Tel: 033-40675228
Email: investors.commercial@rediffmail.com
Website: www.aarccl.in
CIN – L63090WB1982PLC035019

NOTES:

a. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") in respect of the business under Item Nos. 4 to 6 set out are annexed hereto.

b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing Proxy as per the format included in the Annual Report 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.

c. 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 authorising their representative to attend and vote in their behalf at the Meeting.

d. 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.

e. The Register of Members and Transfer Books of the Company will be closed from Wednesday, September 24, 2014 to Tuesday, September 30, 2014, both days inclusive.

f. Members who hold shares in single name and physical form are advised to make nomination in respect of their share holding in the Company.

g. 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, for consolidation into a single folio.

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h. Members desiring any information as regards the Accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the Meeting.

i. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of August 14, 2014.

j. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on August 14, 2014.

k. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip along with a copy of Annual Report to the Meeting.

EXPLANATORY STATEMENT

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned at Item Nos. 4 to 6 of the accompanying Notice dated August 18th, 2014:

Item No.4

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

The Company has received notice in writing under the provisions of Section160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Rajendra Yadav for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Board of Directors subject to receiving from Mr. Rajendra Yadav (i)consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors)Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors)Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013,and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section149 of the Companies Act, 2013 seeks the approval of members for the appointment of Mr. Rajendra Yadav as an Independent Director of the Company up to September 29, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

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In the opinion of the Board of Directors, Mr. Rajendra Yadav, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and he is Independent of the Management. No director, key managerial personnel or their relatives, except Mr. Rajendra Yadav, to whom the resolution relates, is interested or concerned in the resolution. The Board recommends the resolution set forth in Item No. 4, for the approval of the members.

Item no. 5

The Board of Directors at its Meeting held on 6th May 2014 appointed Mrs. Uma Sharma (DIN: 06862354) as an Additional Director of the Company with effect from 6th May, 2014. She holds office up to the date of the ensuing Annual General Meeting pursuant to section 161 of the Companies Act, 2013 and the Articles of Association of the Company. The Company has received a Notice in writing from a Member along with a deposit of Rs. 1, 00,000/- under section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company.

The Board is of the view that Mrs. Uma Sharma's knowledge and experience will benefit the Company and, therefore, recommends her appointment to the Members. Apart from Mrs. Uma Sharma and Mr. Navdeep Sharma, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and relatives of the Directors and KMP are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice except to the extent of their shareholding interest, if any, in the Company.

Item No. 6

The Articles of Association (AoA) of the Company as currently in force was originally adopted as per the provisions of the Companies Act, 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013. The new Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including the Rules framed there under and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

AAR COMMERCIAL COMPANY LTD. ★ KOLKATA

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice. The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

By Order of the Board of Directors
AAR COMMERCIAL COMPANY LTD

AAR COMMERCIAL COMPANY LTD.
Director / Authorised Signatory

Kolkata, August 18th, 2014

DIRECTOR

Navdeep Sharma

Registered Office:
23A, N.S. Road, Room No. 34A, 7th Floor, Kolkata – 700001
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ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting.

D.P. ID	
Client ID	

L.F. No.	
No. of Shares held	

I/We hereby record my/our presence at the 32nd Annual General Meeting of the Company on Tuesday, September 30, 2014 At 11:00 A.M. at 23A, N.S. Road, Room No. 34A, 7th Floor, Kolkata - 700001.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of Proxyholder _____

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]

CIN	**CIN L63090WB1982PLC035019**
Name of the Company	**AAR COMMERCIAL CO LTD**
Registered office	**23A, N.S. Road, Room No. 34A, 7th Floor, Kolkata-700001**

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

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..... or failing him;

as my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the Thirty Second Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2014 at 11:00 A.M. at 23A, N.S. Road, Room No. 34A, 7th Floor, Kolkata - 700001 and any adjournment thereof.

Signed this _____day of _____, 2014

Affix Revenue Stamp

Signature of Shareholder: _____

AAR COMMERCIAL COMPANY LIMITED

CIN - L63090WB1982PLC035019
E-MAIL: investors.commercial@rediffmail.com
23A, N. S. ROAD, 7TH FLOOR, ROOM NO. 34A,
KOLKATA-700001

DIRECTORS' REPORT

TO,
THE MEMBERS,

The directors of the company are pleased to place the auditors' report along with audited statement of accounts of the company for the year ended 31st March 2014.

1) **Financial Review:** The Company has earned a profit of Rs.1754043.47/- before tax during the year as compared to a loss of Rs. 486063.64/- before tax incurred during the previous year. The directors are hopeful to achieve better results in coming years.
2) **Auditors:** M/s. Agrawal S. Kumar & Associates, *Chartered Accountants*, is appointed as the auditors of the company who will retire at ensuring Annual General Meeting, being eligible offers for reappointment.
3) **Director's responsibility statement:** Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed:
   i) That in the preparation of the accounts for the financial year ended 31st March, 2014, the applicable accounting standards have been followed along with proper explanation relating to material departures;
   ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year under review;
   iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
   iv) That the Directors have prepared the annual accounts for the financial year ended 31st March 2014 on a going concern basis.

4) Dividend: The Company has not declared any dividend during the year.

5) Employees: None of the employees were in the category of limits specified U/S 217(2A) of the company's act 1956.

6) Energy Conservation, Technology Observation, Foreign Exchange earnings and outgo: Not Applicable.

Place: Kolkata
Dated: 18/08/2014

For and on behalf of the Board

AAR COMMERCIAL COMPANY LTD.

Director

AAR COMMERCIAL COMPANY LTD.

Director

Independent Auditor's Report

To the Members of
AAR COMMERCIAL COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Aar Commercial Company Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

AGRAWAL S. KUMAR & ASSOCIATES CHARTERED ACCOUNTANTS KOLKATA

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014; and
b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
   a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
   b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
   c) The Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
   d) In our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards notified under the Act read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
   e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For, AGRAWAL S. KUMAR & ASSOCIATES.
(Chartered Accountants)
Firm Regn No. 322324E

AGRAWAL S. KUMAR & ASSOCIATES CHARTERED ACCOUNTANTS KOLKATA

(Sushil Kumar Agrawal)
Partner
M. No. 054232

Place: Kolkata
Dated: 18/08/2014