

# AAR COMMERCIAL COMPANY LIMITED

CIN : L63090WB1982PLC035019

1, BRITISH INDIA STREET (OLD COMPLEX), MEZZANINE FLOOR, ROOM NO. 20, KOLKATA - 700 069  
☎ : 033-46003498, ✉ : investors.commercial@rediffmail.com. Web. : www.aarcl.in

Date: 26-02-2019

<b>The Manager</b> <b>Bombay Stock Exchange Limited</b> <b>Floor 25, P J Towers,</b> <b>Dalal Street,</b> <b>Mumbai - 400001</b>	<b>The Secretary</b> <b>Calcutta Stock Exchange Limited</b> <b>7, Lyons Range,</b> <b>Kolkata - 700001</b>
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Sir/Madam,

**SUB: OUTCOME OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY HELD ON FEBRUARY 25, 2019**

**REF: DISCLOSURE UNDER REGULATION 30 AND 44(3) OF THE SEBI (LODR) REGULATIONS, 2015**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we hereby inform you that the Extra-Ordinary General Meeting of the members of the Company was duly convened on 25<sup>th</sup> February, 2019 at the Registered Office of the Company.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and Secretarial Standards on General Meetings, the Company has provided the facility of casting the votes by the members through e-voting ("Remote E-voting") on the resolution mentioned in the Notice dated January 21, 2019 for EOGM.

The members attending the EOGM and who did not cast their vote through Remote E-voting were also provided with the facilities to cast their vote through polling paper at the EOGM.

On the basis of the Scrutinizers Report provided by Mr. Anurag Fatehpuria, Practicing Company Secretary, on Remote E-voting and voting at the EOGM through polling paper, it is declared that the members at the EOGM of the Company held on February 25, 2019, have approved the following as set out in the Notice of EOGM:

**AAR COMMERCIAL COMPANY LTD.**



**Director / Authorised Signatory**

**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**

**- PASSED BY SPECIFIED REQUISITE MAJORITY**

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

**- PASSED BY SPECIFIED REQUISITE MAJORITY**

We are enclosing herewith Combined Scrutinizer Report for remote E-voting and poll on the resolutions contained in the Notice of the above stated EOGM.

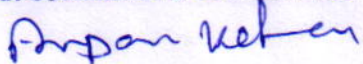
We are also enclosing herewith voting results as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,

**AAR COMMERCIAL COMPANY LIMITED**

**AAR COMMERCIAL COMPANY LTD.**



**Director / Authorised Signatory**

**Name: Anupam Khetan**

**Designation: Whole-Time Director**

**DIN: 07003797**

Encl: As above

# AAR COMMERCIAL COMPANY LIMITED

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1, BRITISH INDIA STREET (OLD COMPLEX), MEZZANINE FLOOR, ROOM NO. 20, KOLKATA - 700 069

☎ : 033-46003498, ✉ : investors.commercial@rediffmail.com. Web. : www.aarcl.in

Date of EOGM: February 25, 2019

Total number of shareholders on record date/cut-off date: 508

Number of shareholders present in the meeting either in person or through proxy\*:

(\* based on shareholders registering attendance)

Promoters and Promoter Group : Not Applicable

Public : 60 (in person)

Number of proxies : Nil

Number of shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : Not Applicable

Public : Not Applicable

Details of Agenda:

Mode of voting: E-voting and Poll

Promoter/ Public	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)= [(2)/(1 )]*100	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4 )/(2)]*10 0	% of Votes against on votes polled (7)=[(5)/(2 )]*100
<b>Resolution No. 1: Shifting of Registered Office of the Company from the State of West Bengal to National Capital Territory (NCT) of Delhi</b>								
<b>Resolution required: (Special)</b>								
Promoter and Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	NA	NA	NA	NA	NA	NA	NA
Public - Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	NA	NA	NA	NA	NA	NA	NA
Public - Non- Institutions	E-Voting	10014000	-	-	-	-	-	-
	Poll		9498987	94.857	9498987	0	94.857	0.00
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>		<b>10014000</b>	<b>9498987</b>	<b>94.857</b>	<b>9498987</b>	<b>0</b>	<b>94.587</b>
<b>Total</b>		<b>10014000</b>	<b>9498987</b>	<b>94.857</b>	<b>9498987</b>	<b>0</b>	<b>94.857</b>	<b>0.00</b>

AAR COMMERCIAL COMPANY LTD.

*Anjan Katar*

Director / Authorised Signatory

Promoter/ Public	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan ding shares (3)= [(2)/(1 <th>No. of Votes- in favour (4)</th> <th>No. of Votes- against (5)</th> <th>% of Votes in favour on votes polled (6)=[(4 )/(2)]*10 0</th> <th>% of Votes against on votes polled (7)=[(5)/(2<br )]*100<="" th=""/> </th>	No. of Votes- in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4 )/(2)]*10 0	% of Votes against on votes polled (7)=[(5)/(2 
<b>Resolution No. 2: Alteration in the Memorandum of Association of the Company with regard to change in situation of the Registered Office Clause</b>								
<b>Resolution required: (Special)</b>								
Promoter and Promoter Group	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	NA	NA	NA	NA	NA	NA	NA
Public - Institutions	E-Voting	NA	NA	NA	NA	NA	NA	NA
	Poll	NA	NA	NA	NA	NA	NA	NA
	Postal Ballot	NA	NA	NA	NA	NA	NA	NA
	<b>Total</b>	NA	NA	NA	NA	NA	NA	NA
Public - Non- Institutions	E-Voting		-	-	-	-	-	-
	Poll	10014000	9498987	94.857	9498987	0	94.857	0.00
	Postal Ballot		-	-	-	-	-	-
	<b>Total</b>	<b>10014000</b>	<b>9498987</b>	<b>94.857</b>	<b>9498987</b>	<b>0</b>	<b>94.587</b>	<b>0.00</b>
<b>Total</b>		<b>10014000</b>	<b>9498987</b>	<b>94.857</b>	<b>9498987</b>	<b>0</b>	<b>94.857</b>	<b>0.00</b>

AAR COMMERCIAL COMPANY LTD.

*Dimple Kataria*

Director / Authorised Signatory

## Scrutinizer's Report

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Of the Extra-Ordinary General Meeting Of  
AAR Commercial Company Limited,  
held on the 25<sup>th</sup> day of February, 2019 at 11.30 A.M.  
At 1, British India Street, (Old Complex) Mezzanine Floor, Room No 20, Kolkata  
700069.

Dear Sir,

I, Anurag Fatehpuria, Proprietor of M/s. Anurag Fatehpuria, a practicing Company Secretary having its office at 23/1, Sita Nath Bose Lane, Salkia, Howrah 711106, have been appointed as a Scrutinizer of AAR COMMERCIAL COMPANY LIMITED ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the Extra-Ordinary General Meeting of AAR Commercial Company Limited, held on the 25<sup>th</sup> day of February, 2019 at 11.30 A.M. at 1, British India Street, (Old Complex) Mezzanine Floor, Room No 20, Kolkata – 700069. I submit my report as under:

1. The e-voting period remained open from 22<sup>nd</sup> February, 2019 from 9 a.m. to 24<sup>th</sup> February, 2019 till 5 p.m.
2. The Shareholders holding shares as on the "cut off" date i.e., 18<sup>th</sup> February, 2019 were entitled to vote on the proposed resolutions (item no. 1 to 2 as set out in the Notice of the EGM of the Company).
3. The votes were unblocked on 25<sup>th</sup> February, 2019 around 1.35 p.m. in the presence of two witnesses, Mr. Bidhan Ballav and Mr. Sajal Kumar Das and who are not in the employment of the Company.



4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).
5. The result of the e-voting is as under:

**Resolution 1: Special Business – Shifting of the Registered Office of the company from the state of West Bengal to National Capital Territory (NCT) of Delhi.**

- (i) Voted in **Favor** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0	0	0

- (ii) Voted **Against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

- (iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



**Resolution 2: Special Business – Alteration in the Memorandum of Association of the Company with regard to change in situation of the Registered Office clause.**

(i) Voted in **Favor** of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
0		0

(ii) Voted **Against** the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N. A	N. A

6. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

**For Anurag Fatehpuria  
Company secretaries**

*Anurag Fatehpuria*

**Proprietor  
(CP. No: 12855)**



**Place: Kolkata**

**Date: 26/02/2019**

## Scrutinizer's Report

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
Of the Extra-Ordinary General Meeting Of  
AAR Commercial Company Limited,  
held on the 25<sup>th</sup> day of February, 2019 at 11.30 A.M.  
At 1, British India Street, (Old Complex) Mezzanine Floor, Room No 20, Kolkata  
700069.

Dear Sir,

I, Anurag Fatehpuria, Proprietor of M/s. Anurag Fatehpuria, a Practicing Company Secretary having its office at 23/1, Sita Nath Bose Lane, Salkia, Howrah 711106, have been appointed as a Scrutinizer of AAR COMMERCIAL COMPANY LIMITED ("the Company") for the purpose of poll taken on the below mentioned resolutions at the Extra-Ordinary General Meeting of the Members of Aar Commercial Company Limited, held on the 25<sup>th</sup> day of February, 2019 at 11.30 A.M. at 1, British India Street, (Old Complex) Mezzanine Floor, Room No 20, Kolkata - 700069. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. The locked box was subsequently opened in my presence and in the presence of Mr. Bidhan Ballav and Mr. Sajal Kumar Das who are not in the employment of the company. The poll papers were diligently scrutinized and were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the company and the authorizations/proxies lodged with the company.





3. The result of the poll is as under:

**Resolution 1: Special Business - Shifting of the Registered Office of the company from the state of West Bengal to National Capital Territory (NCT) of Delhi.**

(i) Voted in **Favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favor of resolution	% of total number of valid votes cast
56	9498987	100%

(ii) Voted **Against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

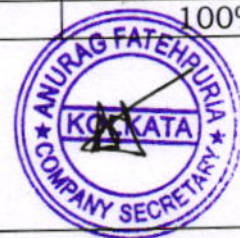
(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

**Resolution 2: Special Business - Alteration in the Memorandum of Association of the Company with regard to change in situation of the Registered Office clause.**

(i) Voted in **Favor** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favor of resolution	% of total number of valid votes cast
56	9498987	100%



(ii) Voted **Against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

4. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the board for safe keeping.

Thanking you,

Yours faithfully

**For Anurag Fatehpuria  
Company secretaries**

*Anurag Fatehpuria*  
**Proprietor  
(CP. No: 12855)**

I Accept

*Anupam Khetan*

Anupam Khetan  
CHAIRMAN  
(DIN: 07003797)

**Aar Commercial Company Limited**

Place: Kolkata  
Date: 26/02/2019



Place: Kolkata  
Date: 26/02/2019

Encl as above:

We, the undersigned witness that the locked ballot box was unblocked in our presence:

Name and Signature of the witness:  
Name: Bidhan Ballav

Signature: *Bidhan Ballav*

Name and Signature of the Witness  
Name: Sajal Kumar Das

Signature: *Sajal Kumar Das*

# ANURAG FATEHPURIA

B.Com, C.S

23/1, Sitanath Bose Lane, Salkia  
Howrah - 711106  
Phone: 9433676685  
E-mailID:af2011@rediffmail.com

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To,  
The Chairman  
of the Extra-Ordinary General Meeting of the Shareholders of  
**AAR Commercial Company Limited**  
1, British India Street, (Old Complex)  
Mezzanine Floor, Room No 20,  
Kolkata-700069

Dear Sir,

At the outset, I would like to extend my heartfelt gratitude for entrusting me with the task of scrutinizing the remote e-Voting and Voting on Poll by your shareholders, at the Extra-Ordinary General Meeting of your Company held on February 25, 2019 at 11:30 AM.

Please find enclosed Consolidated Results of remote e-Voting & Poll. I have issued separate report on remote e-Voting and Report on Poll results at the EGM including the Consolidated report.

My report on remote e-Voting is based on the data downloaded from the e-Voting platform provided by National Securities Depository Limited (NSDL) and the Report on Poll is scrutinized by me after the proceedings of EGM were concluded.

I trust you will find Report to be comprehensive and self-explanatory in all respects. I will, however, be happy to answer your queries, if any, on the same.

*Anurag Fatehpuria*  
**ANURAG FATEHPURIA**  
(Practicing Company Secretary)

CP No.: 12855

Date: 26<sup>th</sup> February, 2019

Place: Kolkata



**CONSOLIDATED RESULTS OF THE EXTRA -ORDINARY  
GENERAL MEETING OF  
AAR COMMERCIAL COMPANY LIMITED**

Based on Results of e-Voting & Poll at the Extra-Ordinary General Meeting held on February 25, 2019 at 11:30 AM, Consolidated Results of each item on the Agenda as set out in the Notice dated January 21, 2019 is annexed herewith.

**SPECIAL BUSINESS:**

**CONSOLIDATED RESULTS OF ITEM NO.1 - SPECIAL RESOLUTION**

<b>SUBJECT</b>	<b>Shifting of the Registered Office of the company from the state of West Bengal to National Capital Territory (NCT) of Delhi.</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	0	9498987	9498987	100%
Dissent	-	-	-	0%
Invalid/Abstain	-	-	-	0%
<b>Total</b>	<b>0</b>	<b>9498987</b>	<b>9498987</b>	<b>100%</b>

Accordingly, out of a total 9498987 valid votes cast via remote e-Voting and Poll, 9498987 votes were cast **ASSENTING** to the **Special Resolution** constituting 100% of the votes polled; No Votes were cast **DISSENTING** to the **Special Resolution** constituting 0% of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 1, of the notice dated 21<sup>st</sup> January, 2019 is passed with **REQUISITE MAJORITY**.



**CONSOLIDATED RESULTS OF ITEM NO. 2 - SPECIAL RESOLUTION**

Subject	<b>Alteration in the Memorandum of Association of the Company with regard to change in situation of the Registered Office clause.</b>
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Particulars	Number of Votes contained in			% of total number of valid votes cast
	e-Votes	Poll	Total	
Assent	0	9498987	9498987	100%
Dissent	-	-	-	0%
Invalid/Abstain	-	-	-	0%
Total	0	9498987	9498987	100%

Accordingly, out of a total 9498987 valid votes cast via remote e-Voting and Poll, 9498987 votes were cast **ASSENTING** to the **Special Resolution** constituting 100% of the votes polled; No Votes were cast **DISSENTING** to the **Special Resolution** constituting 0% of the votes polled.

Thus, the **Special Resolution** as contained in Item No. 2, of the notice dated 21<sup>st</sup> January, 2019 is passed with **REQUISITE MAJORITY**.

*Anurag Fatehpuria*  
ANURAG FATEHPURIA  
(Practicing Company Secretary)  
CP No.: 12855  
Date: 26<sup>th</sup> February, 2019  
Place: Kolkata



COUNTERED SIGNED BY

*Anupam Khetan*

ANUPAM KHETAN  
(WHOLE TIME DIRECTOR)