

# Alpine Commercial Company Ltd.

CIN NO. : L65999WB1983PLC035690

Regd. Office :

6C, Middleton Street, Unit No. 62,  
6<sup>th</sup> Floor, Kolkata – 700 071

☎ : 9831804646

Email : [info@alpinecommercial.co.in](mailto:info@alpinecommercial.co.in)

Website : [alpinecommercial.co.in](http://alpinecommercial.co.in)

## **NOTICE OF 36<sup>th</sup> AGM**

Notice is hereby given that 36<sup>th</sup> (Thirty Sixth) Annual General Meeting of the members Alpine Commercial Company Limited [CIN: L65999WB1983PLC035690] will be held on Tuesday, the 20<sup>th</sup> August, 2019 at 11.30 A.M. at the registered office of the Company, at 6C, Middleton Street, 6<sup>th</sup> Floor, Unit No. 62, Kolkata-700071 to transact the following business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Board Of Directors and Auditors thereon; and
2. To appoint a Director in place of Mrs Mousumi Lahiri, (DIN: 07367488) who retires by rotation, and being eligible offers herself for re-appointment.

### **3. SPECIAL BUSINESS:**

1. To consider and pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modifications or re-enactment thereof and conditions of Listing Agreement, Mr. Gaurav Bansal (DIN 07547986), who was appointed by the Board as an additional director on the Board w.e.f. 18<sup>th</sup> March, 2019 and who holds office as such up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice 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, for five consecutive years and that he shall not be liable to retire by rotation.

2. To consider and pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 and rules made thereunder including any statutory modifications or re-enactment thereof and conditions of Listing Agreement, Mr. Sougata Dey (DIN 07027818), who was appointed by the Board as Independent director on the Board w.e.f. 30<sup>th</sup> March, 2015 and in respect of whom the Company has received a notice 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, for five consecutive years and that he shall not be liable to retire by rotation.

### **3. Adoption of new set of Memorandum of Association of the Company**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

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**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the draft clauses contained in the Memorandum of Association submitted/ furnished/ placed in this meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect by the Shareholders of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Director of the Company be and is hereby authorized on behalf of the company to take all such steps and actions and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Kolkata or give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

#### 4. Adoption of new set of Articles of Association

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

**“RESOLVED THAT** pursuant to and in accordance with the provisions of Section-14 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, of the Act or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof), the Articles of Association of the Company be and are hereby altered by replacing all the existing regulations 1 to 101 with the new regulations 1 to 294, a copy of which is annexed to the explanatory statement, be and is hereby adopted as new regulations of the Articles of Association of the Company.”

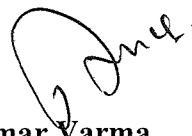
**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Director of the Company be and is hereby authorized on behalf of the company to take all such steps and actions and to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid Resolution along with filing of necessary E-forms with the Registrar of Companies, Kolkata or give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By Order of the Board  
For Alpine Company Commercial Limited

#### Regd. Office:

6C, Middleton Street, Unit No. 62,  
6th Floor, Kolkata-700071.

Date: 30.05.2019

  
**Animesh Kumar Varma**  
Whole-Time Director

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## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxy should be lodged with the company's registered office not less than 48 hours before the scheduled time of meeting.
2. The Register of members and share transfer books of the company will remain closed from 14.08.2019 to 20.08.2019 (inclusive both days).
3. Statement as required under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
4. The members are requested to notify promptly change of their registered addresses, if any, and register their e-mail address and changes therein, if any at the registered office of the company or directly to the Share Transfer Agent M/s ABS Consultant Pvt. Ltd., Kolkata.
5. Members are requested to promptly send duly filled and signed **"Shareholders Information Form"** through **attached self-addressed postage prepaid envelop** to the company to register/update their details in the Register of Members maintained as per Sec 88 of the Companies Act, 2013. **(Shareholders Information Form and self-addressed postage prepaid envelop attached with this notice).**
6. Pursuant to Section 72 of Companies Act, 2013 shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with Company's Registrar and Share Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with respective Depository Participant.
7. Shareholders are requested to bring their copies of Annual Report to the meeting.
8. Members are requested to fill in the attendance slip for attending the meeting and those who hold the shares in dematerialized form to bring their client ID and depository participant ID number for identification for attendance at the meeting.
9. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting along with proper ID's.
10. Members are requested to send their queries, if any, at least 10 days in advance of the meeting so that the information can be made available at the meeting.

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11. As required under Clause 49 (VIII)(E) of the Listing Agreement, brief resume including experience, other directorship and committee membership of the persons proposed for appointment/ re-appointment as Director, is given in Statement pursuant to Section 102(1) of the Companies Act, 2013 in this Report.

## 12. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36<sup>th</sup> Annual General Meeting 2019 by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 17<sup>th</sup> August, 2019(9:00 am) and ends on 19<sup>th</sup> August, 2019 (5:00 pm). During this period, members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13<sup>th</sup> August, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - (i) Open email and open PDF file attached viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - (ii) Launch internet browser by typing the following URL:  
<https://www.evoting.nsdl.com/>
    - (iii) Click on Shareholder - Login
    - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

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- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “ALPINE COMMERCE CO. LIMITED”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens..
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [legaljrd@gmail.com](mailto:legaljrd@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM [for members having shares in physical mode or whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

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- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 13<sup>th</sup> August, 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 13<sup>th</sup> August, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [absconsultant@vsnl.net](mailto:absconsultant@vsnl.net).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Jnana Ranjan Dhal, Advocate, Kolkata, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper/ Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared, alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.alpinecommercial.com](http://www.alpinecommercial.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the CSE Limited, Kolkata.

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13. All documents referred to in the accompanying Notice with Explanatory Statement and Statutory Register, Financial Statements as per the provisions of the Companies Act, will be available for inspection by the members at the Registered office of the Company during 10:00 AM to 12:00 Noon on all working days upto the date of Annual General Meeting.

By Order of the Board  
For Alpine Company Commercial Limited

**Regd. Office:**

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Date: 30.05.2019



**Animesh Kumar Varma**  
Whole-Time Director

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## **ANNEXURE TO NOTICE: EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS:**

### **Item No. 3 & 4**

ALPINE COMMERCIAL COMPANY LIMITED was incorporated on January 15, 1983 under the provisions of the Companies Act, 1956. The existing Memorandum and Articles of Association (“MOA & AOA”) is based on the Companies Act, 1956 and several clauses /regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

Therefore, the Board of Directors of your Company intends to amend the existing Memorandum of Association and Articles of Association in order to align it with the provisions of the Companies Act, 2013.

The Memorandum of Association of the Company has been amended as per the requirements of the Companies Act 2013 .

Also, the Existing regulations of the Articles of Association is sought to be replaced by the new set of regulations as per the requirements of Table F of First Schedule in the Companies Act, 2013.i.e. replacing all the existing regulations 1 to 101 with the new regulations 1 to 294, Accordingly, Consent of the shareholders by way of a Special Resolution is required in this regard.

The entire set of proposed Articles and Memorandum of Association is available at the website of the Company, i.e. [alpinecommercial.co.in](http://alpinecommercial.co.in).The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

None of the Directors, Managers, Key Managerial Personnels and their relatives are in any way concerned or interested in the said resolutions.

The Directors recommend the aforesaid resolutions for the approval by the members as a Special Resolutions.

ALPINE COMMERCIAL COMPANY LIMITED

  
Director / Authorised Signatory



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## DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their **36<sup>th</sup> Annual Report** on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2019 along with Auditor's Report thereon.

### FINANCIAL HIGHLIGHTS:

During the year under review, performance of your company is as under:-

	(₹)	(₹)
	<u>31.03.2019</u>	<u>31.03.2018</u>
Profit/ ( Loss ) before Taxation	41,38,062	2,10,557
Current Tax	10,80,455	1,17,649
Prior period tax Adjustment	6,58,394	(5,152)
Profit/(Loss) after Taxation (Adjusted)	23,99,214	98,060
Balance Brought forward from Previous Year	18,04,67,965	18,03,69,904
Balance transferred to NBFC Reserve Fund	4,79,843	-
Balance carried to Balance Sheet	18,23,87,332	18,04,67,965
Earnings per Share ( Face Value Rs. 10/- each)	3.33	0.14

The Associated performance as per Associate financial statements is as under

	(₹)	(₹)
Particulars	<u>31.03.2019</u>	<u>31.03.2018</u>
Profit/(Loss) before taxation	14,74,18,515	2,22,11,888
Less: Current Tax	-	62,48,209
Less: Prior Period Tax Adjustment	-	-
Less: Deferred Tax/Adjustments	(77,522)	(87,071)
<b>Profit/(Loss) after tax</b>	<b>147496037</b>	<b>16050750</b>
Add: Balance B/F from the previous year	970231480	954180730
Balance Profit / (Loss) C/F to the next year	1117727517	970231480
Earnings per Share ( Face Value Rs. 10/- each)	24.58	2.68

### DIVIDEND

Considering the future requirement of fund, the directors are unable to recommend any dividend for the year under review.

### RESERVES

The Company has transferred ₹ 4,79,843/- to the NBFC Reserve Fund during the year under review.

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## **TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:**

The Company has an amount of Rs. 9,035/- as on 31.03.2019 as funds lying unpaid or unclaimed for a period of more than seven years. The Company is in the process of transferring the said amount to the concerned authorities.

## **STATE OF COMPANY'S AFFAIRS**

The Company's performance during the year under review has remained satisfactory in terms of its turnover.

## **CHANGE IN NATURE OF BUSINESS, IF ANY**

There has been no Change in the nature of Business of the Company during the year under review.

## **CHANGES IN SHARE CAPITAL, IF ANY**

During the period under review, there has not been any changes in the share capital of the Company. The Company has only one class of Equity Shares.

## **MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

There has been no material changes / events, affecting the financial position of the Company occurred between the Balance Sheet date and the date of this report.

## **LISTING:**

The Equity Shares of the Company are listed at The Calcutta Stock Exchange Limited (CSE), 7, Lyons, Range, Kolkata-700001.

## **DEMATERIALISATION OF SHARES:**

As on 31.03.2019 about 65.96% of total Equity shares of the Company have been dematerialized by the Shareholders through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS:**

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

## **ASSOCIATE COMPANY**

The Company has one associate company within the meaning of Section 2(6) of the Companies Act, 2013("ACT") as on 31<sup>st</sup> March, 2019. There has been no material changes in the nature of the business of the associates company.

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## **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2019 and of the Profit of the Company for that financial year;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DETAILS OF DIRECTORS, INDEPENDENT DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Mr. Animesh Kumar Varma was appointed as whole time director with effect from 28<sup>th</sup> September, 2018. Mrs. Mousumi Lahiri was appointed as woman director with effect from 3<sup>rd</sup> October, 2018. Mr. Gaurav Bansal was appointed as additional and Independent director with effect from 18<sup>th</sup> March, 2019. A resolution seeking shareholders' approval for their appointment forms a part of the Notice.

Mrs. Mousumi Lahiri retires by rotation and being eligible, offers herself for re-appointment. A resolution seeking shareholders' approval for her re-appointment forms part of the Notice.

Mr Saugata Dey was appointed as an independent director at the 32<sup>nd</sup> Annual General Meeting (AGM) held on 29.09.2015 for a period of five years. Based on recommendation of the Nomination and Remuneration Committee, his re-appointment for a second term of five years is proposed at the ensuing AGM for the approval of the Members by way of special resolution.

Mr Vikram Kasera, relinquished the position of director of the company with effect from 18<sup>th</sup> March, 2019 due to personal reasons.

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Mrs. Shailja Poddar, relinquished the position of woman director of the company with effect from 3<sup>rd</sup> October, 2018 due to personal reasons.

Mr Nikhil Kedia, relinquished the position of Independent director with effect from 18<sup>th</sup> March, 2019 due to personal reasons.

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Listing Regulation.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2019 is Mrs. Amrita Chatterjee, Company Secretary & Compliance officer.

## **Events Occurring after the Balance Sheet Date:**

Mr Mohan Lal Kojani, relinquished the position of director of the company with effect from 23<sup>rd</sup> April, 2019 due to his sudden death.

Mr Sudarshan Kabra, was appointed as Chief Financial Officer with effect from 1<sup>st</sup> April, 2019 as the Key Managerial Personnel of the Company.

## **NUMBER OF BOARD MEETINGS**

During the year under review, 15(Fifteen) meetings of the Board of Directors of the company were held, details of which are given below:-

Date of the meeting	No. of Directors attended the meeting
27.04.2018	5
10.05.2018	4
12.07.2018	4
28.09.2018	4
03.10.2018	5
05.11.2018	5
31.12.2018	6
17.01.2019	6
21.01.2019	6
28.01.2019	6
06.02.2019	6
28.02.2019	6
18.03.2019	4
20.03.2019	5
29.03.2019	5

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Website : [alpinecommercial.co.in](http://alpinecommercial.co.in)

## **AUDITORS:**

### **1. STATUTORY AUDITORS:**

At the 34<sup>th</sup> (Thirty-Fourth) AGM held on September 6, 2017, the Members approved appointment of M/s. U.S. Agarwal & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 39<sup>th</sup> (Thirty-Ninth) AGM to be held in the year 2022, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

### **2. SECRETARIAL AUDITOR:**

Pursuant to the Provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2015, the Company has appointed Mr. Rahul Joshi, Company Secretary in Practice to conduct the Secretarial Audit of the Company.

## **AUDITOR'S REPORT AND SECRETARIAL AUDITOR'S REPORT:**

The Auditor's report and Secretarial Auditor's report do not contain any qualifications, reservations or adverse remarks or disclaimer. The Secretarial Audit Report is annexed hereto as Annexure- B.

## **PARTICULARS OF LOANS, ADVANCES, GUARANTEES AND INVESTMENTS:**

The particulars of loans, advances, guarantees and investments have been disclosed in the financial statements. Further, the Company has neither given any guarantee nor provided any securities in respect of loan to other Companies during the year under review.

## **RELATED PARTY TRANSACTIONS:**

The particulars of Related Party transactions have been disclosed in the financial statements.

## **CORPORATE SOCIAL RESPONSIBILITY**

The said provisions of the Act are not applicable to the Company.

# Alpine Commercial Company Ltd.

CIN NO. : L65999WB1983PLC035690

Regd. Office :

6C, Middleton Street, Unit No. 62,  
6<sup>th</sup> Floor, Kolkata – 700 071

☎ : 9831804646

Email : [info@alpinecommercial.co.in](mailto:info@alpinecommercial.co.in)

Website : [alpinecommercial.co.in](http://alpinecommercial.co.in)

## **EXTRACT OF ANNUAL RETURN**

Pursuant to Section 92(3) of Companies Act, 2013 read with rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return for FY 2019 is given in Annexure-A in the prescribed format MGT -9, which is a part of this report.

## **PARTICULARS OF EMPLOYEES:**

During the year under review, none of the employees were in receipt of remuneration exceeding the limits specified in Rule 5(2) of the section 197(4) of the Company (Appointment and remuneration of managerial Personnel) Rules, 2014 as amended from time to time

## **DEPOSITS:**

The Company has not accepted any deposits from public / shareholders in accordance with Section 73 and 74 of the Companies Act, 2013 for the financial year ended on March 31, 2019.

## **DISCLOSURES OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY:**

The Company has no manufacturing activity and therefore, information in accordance with the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Companies (Appointment & Remuneration) Rules 2014 regarding Conservation of Energy, Research and Development, Technology Absorption, Adaptation and Innovation. Further the Company has no Foreign Exchange earnings and outgoing during the year under review.

## **APPRECIATION:**

The Directors thanks the Company's employees, customers, bankers, Government agencies, vendors, investors, and academic partners, etc. for their continuous support.

Your Directors would also like to record its specific appreciation for the confidence and understanding shown by the Members in the Company.

**PLACE: KOLKATA**

**Dated: 30<sup>th</sup> May, 2019**

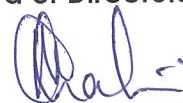
**For & on behalf of the Board of Directors**



**Animesh Kumar Varma**

(DIN 01543228)

**Director**



**Mousumi Lahiri**

(DIN 07367488)

**Director**

**ANNEXURES TO THE DIRECTORS' REPORT:****ANNEXURE: A**

**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31<sup>st</sup> March, 2019

of **ALPINE COMMERCIAL CO . LTD.**

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

**I. REGISTRATION AND OTHER DETAILS:**

S.NO.	PARTICULARS	REMARKS
i.	CIN	L65999WB1983PLC035690
ii.	Registration Date	15/01/1983
iii.	Name of the Company	Alpine Commercial Co. Ltd
iv.	Category/Sub-Category of the Company	Category- Company limited by shares Sub-category-Indian-Non-Government Company
v.	Address of the Registered office and contact details	6C, Middleton Street, 6th Floor, Unit No.66, Kolkata-700071.Phone. No.9831804646, Email: info@alpinecommercial.co.in
vi.	Whether listed Company	YES, Calcutta Stock Exchange
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	ABS CONSULTANTS PVT. LTD, "Stephen House" Room No. 99, 6th Floor, 4, BBD BAG(EAST) KOLKATA- 700 001. Contact details: 033-22430153/22201043. Email Id: absconsultant@vsnl.net

**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:-

Sl. No.	Name and Description of main products /services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Non-Banking Financing Company	65993	100%

\* As per National Industrial Classification Code 2008– Ministry of Statistics and Program Implementation

# On the basis of Gross Turnover

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

S.NO	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Super Diamond Nirman Pvt Ltd	U45203WB2004PTC098990	Associate	27.38%	2(6)

#### VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

[illegible]



Capital Funds									
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	89600	89600	12.44%	0	69600	69600	9.67%	(2.78) %
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3100	102680	105780	14.69%	5250	26750	32000	4.44%	(10.25)%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	167140	27800	194940	27.08%	167140	121580	288720	40.10%	13.03%
c) Others(specify)	0	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(2):-</b>									
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	170240	220080	390320	54.21%	172390	217930	390320	54.21%	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	472750	247250	720000	100%	474900	245100	720000	100%	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	
1	Lachminarayan Kojani	10	0	0	10	0	0	0
2	Ritu Kasera	100	0.01	0	100	0.01	0	0
3	Vikram Kasera	200	0.03	0	200	0.03	0	0
4	Biswanath Kasera	300	0.04	0	300	0.04	0	0
5	Savitri Devi Kasera	300	0.04	0	300	0.04	0	0
6	Santosh Kumar Kojani	500	0.07	0	500	0.07	0	0

7	Urmila Kojani	500	0.07	0	500	0.07	0	0
8	Mohan Lal Kojani	4310	0.60	0	4310	0.60	0	0
9	Uma Kojani	21050	2.92	0	21050	2.92	0	0
10	Krishna Kumar Dalmia	264410	36.72	0	264410	36.72	0	0
11	Pradyumn Dalmia	38000	5.28	0	38000	5.28	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		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.	At the beginning of the year			<p style="text-align: center;"><i>There is no change in Promoters' Shareholding during the year</i></p>	
2.	Date wise Increase/Decrease in Promoters Shareholding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
3.	At the end of the year				

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	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.	At the beginning of the year				
	Baltic Commercial Co. Ltd.	23500	3.26	23500	3.26
	Windmill Investment & Trading Co. Ltd. Sri	23000	3.19	23000	3.19
	B L C Pvt. Ltd.	20000	2.78	-	-
	Arun Dhara	27800	3.86	27800	3.86
	Vivek Kumar Kajaria	66000	9.17	66000	9.17
	Sheo Kumar Kajaria	40210	5.58	40210	5.58
	Asha Rani Kajaria	33930	4.71	33930	4.71
	Kavita Kajaria	27000	3.75	27000	3.75
	Manoj Kumar Jain	20000	2.78	20000	2.78
	Basant Kumar Chowdhury	18400	2.56	18400	2.56
2.	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/ decrease(e.g. allotment /transfer / bonus / sweat equity etc):				
	B L C Pvt. Ltd.	20000	2.78%	--	--
	Pawan Sharma	--	--	20000	2.78%

3.	At the End of the year ( or on the date of separation, if Separated during the year)				
	Baltic Commercial Co. Ltd.	23500	3.26	23500	3.26
	Windmill Investment & Trading Co. Ltd.	23000	3.19	23000	3.19
	Pawan Sharma	-	-	20000	2.78
	Arun Dhara	27800	3.86	27800	3.86
	Vivek Kumar Kajaria	66000	9.17	66000	9.17
	Sheo Kumar Kajaria	40210	5.58	40210	5.58
	Asha Rani Kajaria	33930	4.71	33930	4.71
	Kavita Kajaria	27000	3.75	27000	3.75
	Manoj Kumar Jain	20000	2.78	20000	2.78
	Basant Kumar Chowdhury	18400	2.56	18400	2.56

(v). Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	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.	At the beginning of the year	4510	0.63	-	-
2.	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment /transfer / bonus/ Sweat equity etc):				
	Vikram Kasera(since Resigned)	-200	-0.03	----	----
	Animesh Kumar Varma(apptd)	--	--	10880	1.51
	Amrita Chatterjee (kmp apptd)	--	--	5500	0.76
3.	At the end of the year			20690	2.87

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-
<b>-Change in Indebtedness during the financial year</b>	-	-	-	-
• Addition				
• Reduction				

Net Change	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-

## 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 MD/WTD/Manager Animesh Kumar Varma		
				Total
1	Gross salary	-	-	340062/-
	(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	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	-	-	340062/-

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors •Fee for attending board/committee meetings •Commission •Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2.	Other Non-Executive Directors •Fee for attending board/committee meetings •Commission	-	-	-	-	-

	•Others, please specify					
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-

C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel Amrita Chatterjee		
				Total
1	Gross salary	-	-	346150/-
	(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	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	-	-	346150/-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give Details)
A.COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ALPINE COMMERCIAL COMPANY LIMITED

  
Director / Authorised Signatory

ALPINE COMMERCIAL COMPANY LIMITED

  
Director / Authorised Signatory