

**FORM NO. MGT-13**  
**COMBINED REPORT OF SCRUTINIZER**

**[E - VOTING AND VOTING THROUGH BALLOT]**

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of  
the Companies (Management and Administration) Rules, 2014]

**To,**  
**Alpine Commercial Company Ltd**  
**(CIN L65999WB1983PLC035690)**  
**Registered Office:**  
**6C, Middleton Street**  
**6<sup>th</sup> Floor, Unit No-62**  
**Kolkata-700071**

Dear Sir,

I, Janana Ranjan Dhal, Advocate, 7, C R Avenue, 3<sup>rd</sup> floor, Kolkata-700072 (West Bengal) has been appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 for the purpose:

1. Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration), Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.
2. Voting through electronic voting system ("Instapoll") at the Annual General meeting.

The Management of the Company is responsible to ensure the compliance with the requirements of Companies Act, 2013 and the Rules relating to voting by electronic means for the resolution contained in the Notice of the 36<sup>th</sup> Annual General Meeting of the Equity Shareholders dated **20<sup>th</sup> August, 2019**. My responsibility as a Scrutinizer for voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolutions stated in the Notice of the AGM dated May 30<sup>th</sup>, 2019, based on the reports generated from the e-voting system and instapoll provided by ABS Consultant Pvt. Ltd., the authorized agency under the Rules and engaged by the Company to provide e-voting facilities for voting through remote e-voting and voting at Annual General meeting by instapoll at the Venue of the AGM.



Further to that I submit my report as under:

A. Relating to E-Voting

1. The E-Voting period remained open from 9.00 A.M. (IST) on Saturday, the 17<sup>th</sup> August, 2019 up to 5.00 P.M. (IST) on Monday, the 19<sup>th</sup> August, 2019.
2. The Annual Report, Notice of Annual General Meeting and the e-voting instructions slip was sent by electronic mode to those members whose email ids were registered with the Depository Participants and the same were sent to all other members at their registered address in permitted mode.
3. Relating to voting at the AGM:

**Instapoll**

After the conclusion of the AGM, the votes cast through Instapoll were reconciled with the records maintained by the Company/ Register and Transfer Agents of the Company and the authorizations/proxies logged with the Company.

Result of Remote E-Voting and Instapoll voting at AGM is as under:

- I. The Shareholder holding as on the "cut off" date, i.e. 13<sup>th</sup> August, 2019 were entitled to vote on the proposed Six (Six) resolutions as mentioned in the Notice of the Annual General Meeting of "Alpine Commercial Company Ltd." (Item No.1, 2,3,4,5 and 6 to of the Notice dated 30<sup>th</sup> May, 2019).
- II. The votes were unblocked on Tuesday, the 20<sup>th</sup> August, 2019 around 1.00 P.M. in the presence of two witnesses, namely Priyanka Rawat residing at 2, Tollygunj Circular Road, New Alipore, Kolkata-700053 and Arun Kumar Banerjee residing at 7, C. R Avenue, Laha Paint House, Kolkata-700072 who are not in employment of the Company.

They have signed below in confirmation of the votes being unblocked in their presence.

*P. Rawat*  
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Signature

*Arun Kumar Banerjee*  
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Signature

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 (NSDL) i.e. (<https://www.evoting.nsdl.com/>).
5. Thereafter ABS Consultant Pvt. Ltd. provided the details of equity shareholders, who voted "For" and/or "Against: through voting at the Annual general meeting by electronic means (Instapoll)



6. The following is the combined result of voting through e-voting and Instapoll:

**1) RESOLUTION 1: ORDINARY BUSINESS, ORDINARY RESOLUTION:  
AUDITED FINANCIAL STATEMENTS.**

“To receive, consider and adopt the audited financial statements (including Audited Consolidated financial statements) for the year ended 31<sup>st</sup> March, 2019 and the reports of the Auditors and Directors thereon.”

(i)Voted in favor of Resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	21	642080	100
Total	21	642080	100

(ii)Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii)Invalid Votes:

Mode	Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	NIL	NIL
Electronic (e-voting)	NIL	NIL
Total	NIL	NIL

**2) RESOLUTION 2: ORDINARY RESOLUTION: APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR.**

“Approval of Appointment of a Director in place of Mrs. Mousumi Lahiri, Director (DIN: 07367488) who retires by rotation and being eligible, offers herself for re-appointment.”

(i)Voted in favor of Resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	21	642080	100



Total	21	642080	100
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(ii)Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii)Invalid Votes:

Mode	Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	NIL	NIL
Electronic (e-voting)	NIL	NIL
Total	NIL	NIL

**3) RESOLUTION 3: SPECIAL BUSINESS: APPOINTING MR GAURAV BANSAL DIN 07547986 INDEPENDENT DIRECTOR OF THE COMPANY**

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. 18th 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.”

(i)Voted in favor of Resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	21	642080	100
Total	21	642080	100



(ii)Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii)Invalid Votes:

Mode	Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	NIL	NIL
Electronic (e-voting)	NIL	NIL
Total	NIL	NIL

**4) RESOLUTION 4: SPECIAL BUSINESS: APPOINTING MR SOUGATA DEY (DIN 07027818) INDEPENDENT DIRECTOR OF THE COMPANY**

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. 30th 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”.

(i)Voted in favor of Resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	21	642080	100
Total	21	642080	100

(ii)Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	NIL	NIL	NIL



Total	NIL	NIL	NIL
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(iii) Invalid Votes:

Mode	Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	NIL	NIL
Electronic (e-voting)	NIL	NIL
Total	NIL	NIL

**5) RESOLUTION 5: SPECIAL RESOLUTION: 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:

**“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”.

(i)Voted in favor of Resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	21	642080	100
Total	21	642080	100



(ii)Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii)Invalid Votes:

Mode	Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	NIL	NIL
Electronic (e-voting)	NIL	NIL
Total	NIL	NIL

#### 6) RESOLUTION 6: SPECIAL RESOLUTION: 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”.

(i)Voted in favor of Resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	21	642080	100



Total	21	642080	100
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(ii)Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	NIL	NIL	NIL
Electronic (e-voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii)Invalid Votes:

Mode	Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	NIL	NIL
Electronic (e-voting)	NIL	NIL
Total	NIL	NIL

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

Thanking you,  
Yours faithfully,



**JNANA RANJAN DHAL**  
**(ADVOCATE)**  
**WB/2310/10**

Place: Kolkata

Dated: 21.08.2019