



*Housing Development Corporation Limited*

AHDCL/2023-24/ SE/02-013  
5-09-2023

To,  
The Manager Listing  
Department of Corporate Services  
BSE Limited, Floor 25 P J Towers  
Dalal Street, Fort, Mumbai -400 001

Scrip Code 526519 ( ALPINEHOU)

Dear Sir / Madam,

Subject : Intimation of date of 30<sup>th</sup> Annual General Meeting of the Company  
Reference : Intimation pursuant to regulation 30 of the SEBI (LODR) Regulations 2015.

NOTICE of the 30<sup>th</sup> Annual general Meeting of the Company to be held on Friday 29<sup>th</sup> September 2023 at 11.00 a.m. through VC / OAVM mode, is attached .

The Company has fixed the cut-off date for determining the voting entitlement at Thursday 22<sup>nd</sup> September 2023.

Please take the same on your records

Thanking You,  
Yours Faithfully,  
For Alpine Housing Development Corporation Limited

Kurian Zacharias  
Company Secretary and Compliance Officer





**Alpine Housing Development Corporation Limited.**  
CIN :L85110KA1992PLC013174 [Reg off: No 302, Alpine Arch, No.10,  
Langford Road, Bengaluru-560027] Web : [www.alpinehousing.com](http://www.alpinehousing.com),  
email Id: [contact@alpinehousing.com](mailto:contact@alpinehousing.com) Fax No: 91 08022128357, Ph  
No: 91 080 40473500

## NOTICE

Notice is hereby given that 30<sup>th</sup> Annual General Meeting of the members of M/S. Alpine Housing Development Corporation Limited will be held on Friday 29<sup>th</sup> September 2023 at 11.00 A.M.IST through Video conferencing (VC) / Other Audio Visual Means (OAVM) facility to transact the ordinary and special business as set out in the Notice of the 30th AGM :-

### ORDINARY BUSINESS:

**1. Adoption of Financial statements for the year ended 31 March 2023**

To consider and adopt the Audited Balance Sheet as at 31st March 2023, the Statement of Profit and Loss account for the financial year ended as on that date and cash flow statement together with the Reports of Board of Directors and the Statutory Auditors thereon.

**2. Appointment of Mr. Syed Mohamed Mohsin (DIN: 01646906) as a 'Director' liable to retire by rotation and being eligible offers himself for Re- appointment**

To appoint a Director in place of Mr. Syed Mohamed Mohsin ( DIN 01646906) , Non –Executive Non Independent Director, who retires by rotation and being eligible offers himself for Re- appointment as Director of the company.

### SPECIAL BUSINESS

**3. REAPPOINTMENT OF INDEPENDENT DIRECTOR MR. MADANMOHAN JAISING (DIN 08029671)**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

" RESOLVED THAT pursuant to section 149 and 152 and other applicable provisions of the Companies Act 2013 read with Schedule IV and all other applicable provisions of the companies (Appointment and Qualifications of Directors) Rules , including statutory modifications or re enactment thereof for the time being in force and regulation 16 & 17 of the Listing Regulations Mr. Madanmohan Jaising (DIN 08029671) , whose term of office at the end of five years expires, be and is hereby reappointed as a non executive Independent Director of the company , to hold office for a second term for a period of five years .

"RESOLVED FURTHER THAT the Company Secretary of the company be and is hereby authorized to do all such acts , deeds , things and take all such actions as may be necessary , proper and expedient to give effect to this resolution "

**4. .REAPPOINTMENT OF INDEPENDENT DIRECTOR Mr. RAJASEKARAN MAHADEVAN (DIN 03349444)**

" RESOLVED THAT pursuant to section 149 and 152 and other applicable provisions of the Companies Act 2013 read with Schedule IV and all other applicable provisions of the companies (Appointment and Qualifications of Directors) Rules , including statutory modifications or re enactment thereof for the time being in force and regulation 16 & 17 of the Listing Regulations Mr. . Rajasekaran Mahadevan (DIN 03349444) , whose term of office at the end of five years expires, be and is hereby reappointed as a non executive Independent Director of the company , to hold office for a second term for a period of five years

"RESOLVED FURTHER THAT the Company Secretary of the company be and is hereby authorized to do all such acts , deeds , things and take all such actions as may be necessary , proper and expedient to give effect to this resolution "

5. **To Approve Related Party Transaction:**

To consider and if thought fit, to pass the following resolution as a Special Resolution

" **RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act 2013, and Regulation 23 of SEBI (LODR) regulations 2015, read with the related party transactions policy of the company, confirmation and approval of the company be and is hereby accorded to the material contracts and arrangements entered into by the company with related parties, as per the details given in the accounts schedule

**RESOLVED FURTHER THAT** approval of the members of the company be and is hereby accorded to the Board of Directors to enter into contracts/ arrangements / transactions with related parties, which may exceed the materiality threshold by an aggregate amount not exceeding 100 crore individually and / or collectively for each of the Financial years for a period of 5 years, and to be ratified by the members every year at the ensuing Annual General Meeting.

**RESOLVED FURTHER THAT** the Company Secretary be and is hereby authorized to do such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to the above.

6. **Alteration in Articles of Association for payment of sitting fee to Directors**

To consider and if thought fit to pass with or without modification the following resolution as a special resolution

**RESOLVED THAT** pursuant to the provisions of section 14 and 197(5) of the Companies act 2013 read with rule 4 of the Companies(Appointment and Remuneration of Managerial personnel) Rules 2014 and applicable provisions of SEBI(Listing Obligations and Disclosure Requirements ) Regulations 2015, and other applicable provisions, if any, the consent of the members of the Company be and is hereby accorded for alteration of the Articles of Association of the Company as follows.

"The existing clause No.78 of the Articles of Association of the company be and is hereby deleted and the following new clause No. 78 be and is hereby substituted in lieu of the deleted clause.

**78 SITTING FEES**

"The Directors including Non- executive Directors and Independent Directors, for the time being of the Company shall be paid a sitting fee such sum as may be decided by the Board of Directors thereof, from time to time within the limit and in accordance with the provisions of the Companies Act 2013 and the rules made there under for every meeting of the board or of a Committee of the Board or of a Committee of the Board attended by them, in addition all travelling expenses by rail or air as the case may be and such other allowances as the Board may decide from time to time in respect of halting and other allowances as the board may decide from time to time in respect of halting and other expenses incurred by them in attending and returning from such meetings of the Board or of any Committee of the Board or General Meeting of the Company "

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary, to give effect to the foregoing resolution.

7. **Approval of Remuneration of Mr. S.A.Kabeer (DIN : 01664782) Chairman and Managing Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution

" **RESOLVED THAT** pursuant to provisions of sections 196, 197 and 203 read with Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements ) Regulation 2015, and ( including any statutory modifications or reenactment thereof for the time being in force ) subject to the approval of the members in the general meeting The approval of the members be and is hereby accorded to the payment of remuneration to Mr. S.A.Kabeer (DIN: 01664782), Chairman and Managing Director of the company, detailed in the statement pursuant to Section 102(1) of the Companies Act 2013 annexed to this notice with authority to the Board of Directors to revise the terms and conditions of remuneration from time to time based on the recommendations of the Nomination and Remuneration Committee .

**RESOLVED FUTHER THAT** the Board of Directors or committee thereof of the Company be and is hereby authorized to pay such remuneration in excess of 5% of the net profit in aggregate to all the Directors

**RESOLVED FUTHER THAT** pursuant to the provisions of section 2(78), 2(94), 196 and 197 read with schedule V and other applicable provisions of the Companies Act 2013, approval of the shareholders in general Meeting be and is hereby accorded to Mr. S.A.Kabeer (DIN: 01664782), to continue uninterrupted appointment as Chairman and Managing Director of the company for the remaining tenure of 5 years, having crossed 70 years of age .

**RESOLVED FURTHER THAT** Company Secretary of the Company be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this resolution "

8. **Approval of Remuneration of Mr. S.A.Rasheed (DIN : 01646948) Joint Managing Director of the Company**

To consider and if thought fit, to pass with or without modification, the following resolution as a Special Resolution

" **RESOLVED THAT** pursuant to the provisions of sections 196, 197 and 203 read with Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements )

Regulation 2015, ( including any statutory modifications or reenactment thereof for the time being in force ) subject to the approval of the members in the general meeting The approval of the members be and is hereby accorded to the payment of remuneration to Mr. S.A.Rasheed (DIN: 01646948), Joint Managing Director of the company , detailed in the statement pursuant to Section 102(1) of the Companies Act 2013 annexed to this notice with authority to the Board of Directors to revise the terms and conditions of remuneration from time to time based on the recommendations of the Nomination and Remuneration Committee .

**RESOLVED FUTHER THAT** the Board of Directors or committee thereof of the Company be and is hereby authorized to pay such remuneration in excess of 5% of the net profit in aggregate to all the Directors

**RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to take all steps as may be necessary , proper and expedient to give effect to this resolution "

Date : 2.09.2023  
Place: Bangalore

By Order of Board  
**For Alpine Housing Development Corporation Limited**  
Sd/-  
S.A.Kabeer  
*Managing Director*  
DIN 01664782

## NOTES

1. The explanatory statement pursuant to section 102(1) of the Companies Act 2013, setting out the material facts concerning each item of the special business under item Nos 3,4,5,6 7 & 8 above is annexed hereto.

The relevant details of the Directors seeking re-appointment under item 2.3 & 4 pursuant to regulation 36(3) of the SEBI

( Listing Obligations and Disclosure requirements ) Regulations 2015 and as required under Secretarial Standards -2 , on General Meetings issued by the Institute of Company Secretaries of India, are annexed hereto

2. The Ministry of Corporate Affairs ("MCA") vide its General circulars —No. 14/2020 dated 8 April 2020, No. 17/2020 dated April 13 2020, No. 20/2020 dated 5 May 2020 and General circular No. 02/2021 dated 13 January 2020, No. 2/2022 dated 5 May 2022 and December 28, 2022 issued by MCA ( collectively referred to as 'MCA Circulars'), has permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) facility or other Audio Visual means(OAVM) , without the physical presence of the members at a common venue.

In compliance with the provisions of the Companies Act 2013, Securities and Exchange Board of India ( Listing obligations and Disclosure Requirements ) Regulations 2015('Listing Regulations') vide their circulars — SEBI circular No. SEBI/HO/CFD/CMDI/CIR/P/2020/79 dated 12 May 2021, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January 2021 and No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and January 5, 2023 ("SEBI Circulars"), and pursuant to the MCA circulars, the AGM of the Company is being held through VC/OAVM on Friday 29 September 2023 at 11.a.m.(IST)

Central Depository Services (India) Limited ( 'CDSL' ) will be providing the facility for e-voting through remote e-voting and for participation in the AGM through VC / OAVM facility, e-voting during the AGM , for members who have not cast their vote earlier by remote e-voting. The procedure for participation in the AGM through VC/ OAVM is explained below and is also available on the website of the company at [www.alpinehousing.com](http://www.alpinehousing.com).

3. The AGM is being held pursuant to the MCA circulars and SEBI circulars through VC/ OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM .
4. Institutional Investors who are members / Corporate members , intending to appoint their authorized representatives to attend the AGM through VC / OAVM or to vote through remote e-voting pursuant to section 113 of the Companies Act 2013 are requested to send a certified copy of the board resolution / Authorization to the scrutinizer by e-mail at [esashok55@gmail.com](mailto:esashok55@gmail.com), with a copy to the company at [company.secretary@alpinehousing.com](mailto:company.secretary@alpinehousing.com) and [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Act.
6. Pursuant to section 91 of the Companies Act 2013, read with rule 10 of the companies ( Management and Administration) Rules 2014 along with Regulation 60 of the SEBI( Listing Obligation and Disclosure Requirements) Regulations 2015 the Register of Members and Share Transfer Books of the Company will be closed from 23<sup>rd</sup> September 2023 to 29<sup>th</sup> September 2023 ( both days inclusive ) for the purpose of the 30<sup>th</sup> Annual General Meeting of the Company . the cut-off date for e-voting will be 22<sup>nd</sup> September 2023
7. Members holding shares in physical form are requested advise any change of address immediately to the Company's Registrar and Share Transfer Agent.. M/S Cameo Corporate Services Ltd, at [investor@cameoindia.com](mailto:investor@cameoindia.com). Members holding shares in electronic form must send the advice about change in address to their respective Depository participant only
8. Members holding shares in physical form are requested to consider converting their share certificates into dematerialized form to avoid risks associated with holding shares in physical form and for ease in portfolio management. Members are requested to contact the Registrar and Share Transfer Agent of the company for such conversion— M/s. CAMEO Corporate Services Ltd., Subramanian Building 5th floor, No.1, Club House Road, Mount Road Chennai – 600 002.
9. Updating of members details

The format of the Register of members prescribed by the Ministry of Corporate Affairs under the act requires the company / Registrar and Share Transfer Agent to record additional details of members, comprising - PAN details, KYC details , e-mail address, mobile number, bank details. Members holding shares in physical form are requested to submit duly filled in form ISR-1 to the Registrar and Share Transfer Agent of the Company, with the e-mail address.. mobile number, folio number and relevant documents at [investor@cameoindia.com](mailto:investor@cameoindia.com). It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

The company has sent individual letters to the members holding shares of the company in physical form to furnish their PAN , KYC and Nomination details in accordance with the SEBI circulars dated November 3, 2021 and 14 December 2021 mandating these details . . the members are requested to go through the company website at [www.alpinehousing.com](http://www.alpinehousing.com) ,for the forms and furnish the requisite details

Members holding shares in electronic form are requested to submit the details to their respective Depository Participant .

Members are requested to express their views/ send their queries in advance mentioning their name, DP ID and Client ID number / Folio number, e-mail ID mobile number at [company.secretary@alpinehousing.com](mailto:company.secretary@alpinehousing.com) till 4.00 p.m. on Monday 25<sup>th</sup> September 2023. Members who would like to ask questions during the 30<sup>th</sup> AGM of the Company are required to register themselves as a speaker by sending their request for the same, preferably along with their question mentioning their name, DP ID and Client ID number / Folio number, e-mail ID mobile number at [company.secretary@alpinehousing.com](mailto:company.secretary@alpinehousing.com) till 4.00 p.m. on Monday 25<sup>th</sup> September 2023.

10. Nomination facility :

As per the provisions of Section 72 of the Companies Act 2013, Rule 19(1) of the Companies (Share Capital and Debenture ) Rules 2014 as amended, members holding shares in physical form may file nomination in the prescribed Form SH -13, with the Company's Registrar and Share Transfer Agent. In respect of shares in dematerialized form , the nomination form may be filed with the respective Depository Participant.

#### 11. Compulsory Transfer to Investor Education and Protection Fund (IEPF) : a ) Transfer of Unclaimed Dividend

Members are hereby informed that under the Act , the company is required to transfer dividend which remains unpaid or unclaimed for a period of seven consecutive years or more, to the credit of the Investor Education and Protection Fund ( The IEPF). Accordingly Dividend pertaining to the year 2015-16 which remains unpaid or unclaimed to be transferred to the IEPF [www.alpinehousing.com](http://www.alpinehousing.com)

Members who have not cashed their dividend warrants for the financial years ended 2015-16 and for 2016-17 are requested to **make their claims to the Company or to M/s Cameo Corporate Services Limited**, by 20th September 2023 . to avoid transfer of their dividend / shares to the Fund / IEPF demat account.

#### b) Compulsory transfer of equity shares to the IEPF Suspense account

Pursuant to the provisions of section 124 and 125 of the Companies Act 2013 read with the IEPF (Accounting Audit Transfer and Refund) Rules 2016 as amended, all the shares on which the dividend remains unpaid or unclaimed for a period of seven consecutive years or more: Shall be transferred to the demat account of the IEPF Authority as notified by the Ministry of Corporate Affairs, Accordingly the **from The IEPF Authority**

Members / Claimants whose shares , unclaimed dividend have been transferred to the IEPF Demat Account or the Fund, may claim the shares or apply for the refund by making an application to the IEPF Authority in e-form IEPF – 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in).) along with the requisite fee as decided by the IEPF Authority from time to time. The members / claimants can file only one consolidated claim in a financial year as per the IEPF rules. No. claim shall lie against the company in respect of the dividend / shares so transferred. Shareholders are requested to refer to instructions and procedure to make the claim . available on the website of the company at [www.alpinehousing.com](http://www.alpinehousing.com).

#### 12 Details of the unclaimed dividends on the website

In order to help members ascertain the status of unclaimed dividends, the company has uploaded the information in respect of unclaimed dividends commencing from the year 2012-13 onwards for subsequent years and the same is available on the website of the company at [www.alpinehousing.com](http://www.alpinehousing.com)

#### 13 In line with the MCA circulars , the Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those members whose e-mail address is registered with the company / Depositories and RTA. Members may note that the Notice of the 30th Annual General Meeting and the Annual Report will also be available on the Company's website at [www.alpinehousing.com](http://www.alpinehousing.com).

#### 14 To support the " Green Initiative " members who have not registered their e-mail addresses are requested to register the same with the Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited at <https://investor.cameoindia.com> / or the Depository Participants, in respect of shares held in physical / electronic mode, respectively.

## **E-VOTING , JOINING THE VIRTUAL MEETING – Procedure and instructions.**

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 , the Secretarial Standard on General Meetings (“SS – 2”) issued by The Institute of Company Secretaries of India and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 as amended by notification No. SEBI/LAD-NRO/ GN/2021-22 of 5th May 2021, and the General Circulars issued by the Ministry of Corporate Affairs — General Circular No. 14/2020 dated 8 April 2020, No. 17/2020 dated April 13 2020, No. 20/2020 dated 5 May 2020 and General circular No. 02/2021 dated 13 January 2020, No. 2/2022 dated 5 May 2022 and December 28, 2022 issued by MCA the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using the e-voting on the date of the AGM will be provided by CDSL.
2. The remote e-voting facility shall **commence on Tuesday 26th September 2023, 9 A.M. and end on Thursday 28<sup>th</sup> September 2023 at 5.p.m.** During this period the shareholders of the Company may cast their vote electronically on the items mentioned on the Notice. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by a shareholder , the shareholder shall not be allowed to change it subsequently . The Voting Right of the members shall be in proportion to the number of Equity shares held by the members as on cut- off date. The facility of **e-voting system shall be available during the meeting** and the member attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right of e-vote during the meeting.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, directors, Key Managerial personnel, The Chairpersons of the Audit Committee, Nomination and Remuneration Committee .and Stakeholders Relationship Committee, Auditors, etc, who are allowed to attend the AGM without restriction on account of first come first serve basis.

Members of the company holding shares either in physical form or dematerialized form, as on the cut-off date i.e. Friday 22 Sept 2023, will be eligible to cast their vote electronically .

1. The Board of Directors has appointed Mr. Ashok Kumar Tripathy, Practicing Company Secretary (Membership No.7319, COP No.14003) as the Scrutinizer, to scrutinize the voting during the AGM and the remote e-voting in accordance with law and in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 48 hours from the conclusion of the annual general meeting prepare a Consolidated Scrutinizer’s Report of the votes cast in favour or against, if any, and submit it forthwith to the Chairman of the Company.
2. The Results declared along with the Scrutinizer’s Report shall be placed on the website of the Company and on the website of CDSL.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.alpinehousing.com](http://www.alpinehousing.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) . The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM ) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2023, . to conduct their AGMs on or before 30<sup>th</sup> September 2023, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 10/2022 dated 28-12-2022.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Tuesday 26th September 2023 at 9.00a.m. and ends on Thursday 28<sup>th</sup> September 2023 at 5.00p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 22 September 2023 may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without



having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e- Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e- Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https:// eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e- Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e- Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e- Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and ForgetPassword option available at abovementioned website

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Dematmode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Dematmode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

Login type	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  * If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**  
 Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.  
 A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).  
 After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.  
 The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.  
 It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.  
 Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz : [company.secretary@alpinehousing.com](mailto:company.secretary@alpinehousing.com). (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request along with their question , in advance till 4.00 p.m. on Monday 25<sup>th</sup> September 2023. mentioning their name, demat account number/folio number, email id, mobile number at [company.secretary@alpinehousing.com](mailto:company.secretary@alpinehousing.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance till 4.00 p.m. on Monday 25<sup>th</sup> September 2023 mentioning their name, demat account number/folio number, email id, mobile number at [company.secretary@alpinehousing.com](mailto:company.secretary@alpinehousing.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager. (CDSL. ) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

By Order of Board  
For Alpine Housing Development Corporation Limited

Sd/-

**S.A.Kabeer**

**Managing Director**

DIN 01664782

Date : 2.09.2023

Place: Bangalore

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No 3.

Mr. Madanmohan Jaising joined the company as Additional Director to act in the capacity of Independent Director

Mr. Madanmohan Jaising (DIN 08029671) is currently an Independent Director of the company and is the Chairperson and member of the Audit Committee. Mr. Madanmohan Jaising was appointed an Independent director for a term of five years in the company by the members at the 25<sup>th</sup> Annual General Meeting of the company held on Thursday 27 September 2018, to hold office till the conclusion of the 30<sup>th</sup> Annual General Meeting to be held in 2023. Mr. Madanmohan Jaising is eligible to be reappointed for a second term on the board of the company as an Independent director. Based on the performance evaluation of independent Director and as per the recommendations of the Nomination and Remuneration Committee, and given his background, experience and contribution the Board is of the opinion that Mr. Madanmohan Jaising continued association would be of immense benefit to the company.

The company has received consent and eligibility letter from Mr. Madanmohan Jaising as required under the provisions of section 149(6) of the Companies Act 2013 and the rules framed thereunder and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

The company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013

In the opinion of the Board of Directors, Mr Madanmohan Jaising, fulfils the criteria of Independence as specified under section 149 of the Companies Act 2013, and the Securities and Exchange board of India(Listing Obligations and Disclosure Requirements) Regulations 2015. The disclosures as required under regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015. And Secretarial Standard-2 on General Meetings( SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto. A draft copy of the Letter of Appointment for Independent Director is available for inspection by members at the Registered office of the Company on any working day during working hours.

Mr. Madanmohan Jaising is a Chartered Accountant by profession with experience in Finance, Audit and taxation laws.

“The Board recommends the resolution as set out in **item No. 3** for the approval by the members of the company as a Special Resolution.”

None of the directors and/ or key managerial personnel and their relatives except Mr. Madanmohan Jaising, are concerned or interested in the above resolution

### Item No. 4

Mr. Rajasekaran Mahadevan joined the company as Additional Director to act in the capacity of Independent Director

Mr. Rajasekaran Mahadevan (DIN 03349444) is currently an Independent Director of the company and is the Chairperson and member of the Stakeholders Relationship Committee. Mr. Rajasekaran Mahadevan was appointed an Independent director for a term of five years in the company by the members at the 25<sup>th</sup> Annual General Meeting of the company held on Thursday 27 September 2018, to hold office till the conclusion of the 30<sup>th</sup> Annual General Meeting to be held in 2023. Mr. Rajasekaran Mahadevan is eligible to be reappointed for a second term on the board of the company as an Independent director. Based on the performance evaluation of independent Director and as per the recommendations of the Nomination and Remuneration Committee, and given his background, experience and contribution the Board is of the opinion that Mr. Rajasekaran Mahadevan continued association would be of immense benefit to the company.

The company has received consent and eligibility letter from Mr. Rajasekaran Mahadevan as required under the provisions of section 149(6) of the Companies Act 2013 and the rules framed thereunder and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

The company has also received a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013

In the opinion of the Board of Directors, Mr Rajasekaran Mahadevan, fulfils the criteria of Independence as specified under section 149 of the Companies Act 2013, and the Securities and Exchange board of India(Listing Obligations and Disclosure Requirements) Regulations 2015. The disclosures as required under regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015. And Secretarial Standard-2 on General Meetings( SS-2) issued by the Institute of Company Secretaries of India, is annexed hereto. A draft copy of the Letter of Appointment for Independent Director is available for inspection by members at the Registered office of the Company on any working day during working hours.

Mr. Rajasekaran Mahadevan is a Chartered Accountant by profession with experience in Finance, Audit and taxation laws.

“The Board recommends the resolution as set out in **item No. 4** for the approval by the members of the company as a Special Resolution.”

None of the directors and/ or key managerial personnel and their relatives except Mr. Rajasekaran Mahadevan, are concerned or interested in the above resolution

### Item No 5.

Your Company is primarily engaged in the business of development and sale of residential properties. The funding obligations of such entities are partially met out of the Company's cash flows. In addition thereto, the Company also provides security(ies) and corporate guarantee(s) to secure the borrowings and other facilities being availed by associate(s) companies. The Company also has existing and continuing contracts/arrangements in the ordinary course of business relating to transfer of rights, development agreements, building

maintenance services, utilities and construction costs, etc., with the related party entities, which have continued to exist beyond 31st March, 2021.

As these are ongoing transactions, it is difficult to specifically assess the total value of such transactions at this stage, however, it is expected that the aggregate value of all such transactions would not exceed 100 crores. These would include both sums payable from the Company to these related party entities and vice-versa.

Going forward and in the ordinary course of business, the Company may enter into new transactions of similar nature i.e. lending, providing and receiving corporate guarantee(s) and security(ies) for existing/new credit facility(ies), building maintenance service(s), sale/purchase of material, transfer of right(s), construction cost(s), etc., with the related party entities as mentioned in annual accounts, which may exceed the materiality threshold limit annually individually and/or collectively.

Since some of the above transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. However, approval of the Audit Committee and/or Board, wherever required, shall be obtained in terms of the provisions of the Section 188 Companies Act, 2013 and in terms of regulation 23 of SEBI (LODR) Regulations 2015.

The approval of the shareholders is being sought by way of a special resolution in respect of the existing contracts/ arrangements. Further, approval is also being sought for the proposed transactions of Material nature

#### **Item No. 6**

The Board of Directors, at their meeting held on 11 August 2023 has decided to alter the Articles of Association of the Company in the following manner. The Board hereby proposes approval by members of the amended article No. 78

Existing Article No. 78 SITTING FEES

“The Directors for the time being of the Company shall be paid a sitting fee of a sum Rs. 2000/- as may be decided by the Board from time to time for every meeting of the board or of a Committee of the Board or of a Committee of the Board attended by them, in addition all travelling expenses by rail or air as the case may be and such other allowances as the Board may decide from time to time in respect of halting and other allowances as the board may decide from time to time in respect of halting and other expenses incurred by them in attending and returning from such meetings of the Board or of any Committee of the Board or General Meeting of the Company”

Your Directors have been receiving sitting fee at the above rates for 31 years. In consideration of the high inflation in the last few years. It is proposed to increase the sitting fee from Rs. 2000/- to such sum as may be decided by the Board of Directors thereof, from time to time within the maximum limit Rs. 100000/- per director per meeting attended, prescribed under section 197(5) of the Companies Act 2013 and the rules made there under, and applicable provisions of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015.

Hence it is proposed to substitute the new article No. 78 as outlined earlier, for the existing article 78.

All the Directors and their relatives are presumed to be interested in the above resolution. None of the Key Managerial Personnel and their relatives are interested financially or otherwise in the above resolution.

#### **Item No. 7**

Pursuant to Regulation 17(6) (e) of SEBI(Listing Obligations and Disclosure Requirements) Regulation 2015 and further to the resolution passed by the members of the company at the Annual General Meeting held on Thursday 26 September 2019 approving the re-appointment of Mr. S.A.Kabeer (DIN: 01664782) as the Managing Director for a period of five years, on the terms and conditions set out hereunder.

Mr. S.A.Kabeer (DIN: 01664782), appointed as Chairman and Managing Director for a term of 5 years. The Board considers Mr. S.A.Kabeer a competent person for appointment as Managing Director, for the 5 year term. In compliance with the requirements of Schedule V of the Companies act 2013, approval of the members by Special resolution is sought for the uninterrupted continuation of his appointment for the remaining tenure of 5 years having crossed 70 years of age.

The principal terms and conditions of remuneration payable to Mr. S.A.Kabeer, Chairman and Managing Director, as approved by the Nomination and remuneration committee will be as follows.

##### 1. Salary

I Rs. 250000/- per month including Dearness allowance and annual increment upto 20% basic salary

II Re-imbusement of telephone expenses with STD and ISD facility at residence

III Re-imbusement of medical expenses for self and family

##### 2. Perquisites

I Provision of motor car with driver for official and personal use

II Leave travel allowance for self and family to a place anywhere in India as per the rules of the Company

III Personal accident Insurance premium

IV Medical Insurance premium

The value of perquisites along with the salary mentioned above shall be subject to the ceiling and conditions stipulated in Part II Section II Schedule V Companies act 2013, as amended.

##### 3. Others

I Contribution to Provident fund, Superannuation fund and Annuity Fund to the extent the same is not taxable under the Income Tax Act 1961.

II Gratuity payable at the rate not exceeding half a months salary for every completed year of service, subject to the limits specified by the payment of Gratuity act 1972.

III Encashment of leave at the end of tenure

##### 4. Commission

Performance linked commission on profits not exceeding 1 %of the net profits of the company in any financial year of the company as the Board may determine form time to time subject to the ceiling prescribed in part II Schedule II of schedule V of the Companies Act 2013

In the event of any enactment or amendment thereto this resolution shall continue to remain in force and reference to the various provisions of the Companies Act 2013, or the Income Tax Act 1961, shall be deemed to be substituted by the corresponding provisions of the new act or the amendments thereto or the rules and notifications issued thereunder.

None of the Directors , except Mr. S.A.Kabeer, Mr. S.A.Rasheed, Mr. S.M. Mohsin and Mr. S.M. Muneer are in any way interested or concerned in the proposed resolution

**Item No. 8**

Pursuant to Regulation 17(6) (e) of SEBI(Listing Obligations and Disclosure Requirements ) Regulation 2015and further to the resolution passed by the members of the company at the Annual General Meeting held on Thursday 26 September 2019 approving the re-appointment of Mr. S.A.Rasheed ( DIN: 01646948 ) as the Joint Managing Director for a period of five years , on the terms and conditions set out hereunder. The principal terms and conditions of remuneration payable to Mr. S.A.Rasheed , Joint Managing Director , as approved by the Nomination and remuneration committee will be as follows .

**1. Salary**

I Rs. 200000/- per month including Dearness allowance and annual increment up to 20% basic salary

II Re-imbusement of telephone expenses with STD and ISD facility at residence

III Re-imbusement of medical expenses for self and family

**2. Perquisites**

I Provision of motor car with driver for official and personal use

II Leave travel allowance for self and family to a place anywhere in India as per the rules of the Company

III Personal accident Insurance premium

IV Medical Insurance premium

The value of perquisites along with the salary mentioned above shall be subject to the ceiling and conditions stipulated in Part II Section II Schedule V Companies act 2013, as amended .

**3. Others**

I Contribution to Provident fund- , Superannuation fund and Annuity Fund to the extent the same is not taxable under the Income Tax Act 1961.

II Gratuity payable at the rate not exceeding half a months salary for every completed year of service , subject to the limits specified by the payment of Gratuity act 1972.

III Encashment of leave at the end of tenure

**4. Commission**

Performance linked commission on profits not exceeding 1 %of the net profits of the company in any financial year of the company as the Board may determine form time to time subject to the ceiling prescribed in part II Schedule II of schedule V of the Companies Act 2013

In the event of any enactment or amendment thereto this resolution shall continue to remain in force and reference to the various provisions of the Companies Act 2013, or the Income Tax Act 1961, shall be deemed to be substituted by the corresponding provisions of the new act or the amendments thereto or the rules and notifications issued there under.

None of the Directors , except Mr. S.A.Kabeer, Mr. S.A.Rasheed, Mr. S.M. Mohsin and Mr. S.M. Muneer are in any way interested or concerned in the proposed resolution

The Board recommends the resolution at item no 3, 4,5, 6, 7 & 8 for approval of the members as Special Resolution

By Order of Board

For Alpine Housing Development Corporation Limited

Sd/-

S.A.Kabeer

Managing Director

DIN .01664782

Date : 2.09.2023

Place: Bangalore

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE ANNUAL GENERAL MEETING AS PER Regulation 36(3) of SEBI (LODR) 2015 Regulations 2015 and amendments thereto.**

Additional Information in respect of Director seeking re-appointment, referred in item No.2, 3, 4, 7, 8. of Notice, in terms of regulation 36(3) of SEBI (LODR) Listing regulations, 2015 for the information of the shareholders is stated below.

Name	Mr. S.M. Mohsin	Mr. Madanmohan Jaising	Mr. Rajasekaran Mahadevan
Date of birth	16-07-1962	18-07-1951	22-02-1958
Date of Appointment	15-12-1996	22-12-2017	22-12-2017
Experience	16 years experience in companies in India and abroad. Managerial skill in corporate sector	Chartered Accountant in practice	Chartered Accountant in practice
Qualification	B,Com	CA	CA
Expertise in specific functional area	Managerial function	Professional	Professional
Directorship in other public companies(excluding foreign companies as at 31 March 2023)	NIL	NIL	NIL
Number of shares held in the company as at 31 March 2023	1209333	NIL	NIL

Name	Mr. S. A Kabeer	Mr. S. A. Rasheed	
Date of birth	22-03-1953	30-06-1955	
Date of Appointment	01-12-2019	01-03-2020	
Experience	A Chartered Accountant with over 37 years bothe international and in India, in Finance Administration and Management with companies of high repute, presently working as Chairman and Managing Director of Alpine Housing Development Corporation Limited	34 years management experience of which 15 years abroad and 19 years as Director, presently working as Joint Managing Director of Alpine Housing Development Corporation Limited	
Qualification	B,Com, LLB, FCA, CPA(USA)	BA	
Expertise in specific functional area	Industrialist	Managerial Function	
Directorship in other public companies(excluding foreign companies as at 31 March 2023)	NIL	NIL	
Number of shares held in the company as at 31 March 2023	3077829	1664568	

By Order of Board

For Alpine Housing Development Corporation Limited

Sd/-

S.A.Kabeer  
Managing Director  
DIN 01664782

Date 2-09-2023  
Place : Bangalore