



# Alpine

*Housing Development Corporation Limited*

**Extract of Resolutions Passed at Annual General Meeting of the company held on 26.09.2015 at "sri krishna" Hall, Woodlands Hotel Pvt. Ltd, No.5, Raja Ram Mohan Roy Road , Bengaluru-560025, Saturday at 9.15 A.M**

**Item No 1: To consider and adopt the Directors' Report and Audited Profit and Loss Account for the period ended 31st March, 2015 and Balance Sheet as at that date**

The Shareholders considered the profit and Loss account for the year ended 31<sup>st</sup> March 2015 and the Balance Sheet as on that date and the Auditors Report thereon and the Directors Report attached thereto including the annexures annexed thereto.

"RESOLVED that the Reports of the Directors and Auditors and the Audited Profit and Loss Account for the period ended 31<sup>st</sup> March 2015 and the Balance Sheet as on that date be and are hereby adopted."

**Item No 2: To Declare dividend on Equity Shares for the year ended 31-03-2015**

"RESOLVED that pursuant to the recommendations made by the Board of Directors of the Company, Dividend at Re 1 per share of Rs 10 each i.e @ 10% to the equity shareholders of the company, be and is hereby approved, declared and to be distributed out of the current profits of the company for the year ended 31<sup>st</sup> March 2015".

"RESOLVED FURTHER that dividend warrants be posted within 30 days hereof to all the shareholders who are entitled to receive the Dividend".

**Item No 3: To appoint a Director in place of Mr. S.M. Mohsin , who is retiring by rotation.**

Mr. S.M.Mohsin retires by rotation under the provision of Companies Act 2013. He is eligible for re appointment and has offered himself for reappointment.

"RESOLVED THAT Mr. S.M.Mohsin , Director, who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."

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**For Alpine Housing Development Corporation Limited**

**Company Secretary & Compliance Officer**



No. 302, Alpine Arch, No.10 Langford Road, Bangalore - 560027, Karnataka, India.  
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## Item No 4: Re-appointment of Statutory Auditors

“RESOLVED that M/s Rao & Venkatesulu, Chartered Accountants, Bangalore, the retiring Auditors of the Company be and are hereby re-appointed as the Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting on such remuneration, terms and conditions as shall be fixed by the Board of Directors for auditing the accounts of the Company plus actual out-of-pocket expenses incurred by them”.

## Item No 5

### Re-appointment Managing Director ( Mr Syed Abdul Kabeer)

“Resolved That pursuant to provisions of sections 196,197, and 203 read with schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the company be and is hereby accorded for the re-appointment of Mr. Syed Abdul Kabeer (DIN-01664782) as Managing Director of the company for a period of 5 (Five) years from 01.12.2014 to 30.11.2019 and the remuneration for the period of Three year from 01.12.2014 to 30.11.2017 upon terms and conditions as set out in the Explanatory statement annexed to the Notice convening this meeting ,including the remuneration to be paid in the event of inadequacy of profits or loss in any financial year with liberty to the Board of Directors of the company to alter and vary the terms and conditions of the said appointment in such a manner as mentioned in the explanatory statement as may be agreed to between the Board of Directors and Mr. Syed Abdul Kabeer.”

“Resolved further that the Board of Directors or committee thereof of the company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

## Item No 6

### Appointment Joint Managing Director ( Mr Syed Abdul Rasheed)

“Resolved That pursuant to provisions of sections 196,197, and 203 read with schedule V and other applicable provisions, if any, of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the company be and is hereby accorded for

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*S. S. S. S.*

**Company Secretary & Compliance Officer**



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the appointment of of Mr. Syed Abdul Rasheed (DIN-01646948) as Joint Managing Director of the company for a period of 5 (Five) years from 01.03.2015 to 28.02.2020 and the remuneration for a period of Three year from 01.03.2015 to 28.02.2018 upon term and conditions as set out in the Explanatory statement annexed to the Notice convening this meeting ,including the remuneration to be paid in the event of inadequacy of profits or loss in any financial year with liberty to the Directors of the company to alter and vary the terms and conditions of the said appointment in such manner i.e may be with higher salary as mentioned in the explanatory statement as may be agreed to between the Board of Directors and and Mr. Syed Abdul Rasheed."

"**Resolved further That the** Board of Directors or committee thereof of the company, be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

### **Item No 7**

#### **Appointment of Independent Director: Mr. Sreenivasulu Palle**

"**RESOLVED THAT**, pursuant to Section 149,152 & 161 and other applicable provisions of the Companies Act, 2013 read with Scheduled IV and all other applicable provisions of the companies ( Appointment and Qualification of Directors) Rules, 2014 ( including statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered with the stock Exchanges, Mr. Sreenivasulu Palle ( DIN-02508483) , who was appointed as Additional Director of the company on 13.02.2015 whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to section 160 of the Act Proposing his Candidature to the office of Director be and is hereby accorded to appoint him as non executive Independent director of the company for a period of three year i.e from conclusion of this AGM to conclusion of 25<sup>th</sup> AGM .

### **Item No 8**

#### **Increase of Authorised Capital:**

"**Resolved that** pursuant to the provisions of Section 61(1)(a) of the Companies Act, 2013, along with Listing Agreement with the Stock Exchange and other applicable provisions, if any, the Authorised Share Capital of the Company be and is hereby increased from Rs.6,50,00,000/- (Rupees Six Crore fifty lakh only) divided into 65,00,000 (Sixty five Lakh ) Equity shares of Rs. 10/- (Rupees Ten only) to Rs 15,00,00,000 (Rupees fifteen crores only) divided into 1,50,00,000 (one crore fifty lakh ) Equity shares of Rs. 10/- (Rupees Ten only) each by creation of additional (85,00,000 ) Equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company.

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“Further resolved that pursuant to the provisions of Section 13 the existing Clause V of the Memorandum of Association of the Company as to Authorised Share Capital of the Company be and is hereby altered as follows: -

“The Authorised Share Capital of the Company is Rs 15,00,00,000 (Rupees fifteen crores only) divided into (1,50,00,000 (one crore fifty lakh ) Equity shares of Rs. 10/- (Rupees Ten only) each.

**Resolved Further That** the Board of Directors be and is hereby authorize 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 this resolution.”

### **9. To approve Related Party transaction.**

“Resolved That pursuant to the provisions of Clause 49(VII) of the listing agreement, Securities and Exchange Board of India circular nos.CIR/CFD/ Policy Cell/2/2014 dated April 17, 2014 and CIR/CFD/Policy Cell/7/2014 dated September 15, 2014 read with the applicable provisions of the Companies Act, 2013 (including any statutory modification(s) thereof for the time being in force) read with Related Party Transactions Policy of the Company, confirmation and approval of the Company be and is hereby accorded to the existing material contracts/arrangements entered into by the Company with related parties, as per the details given in the accounts schedule annexed to this notice.

**Resolved Further That** approval of the Company be and is hereby accorded to the Board of Directors to enter into contracts/ arrangements/transactions with the related parties, which may exceed the materiality threshold by an aggregate amount not exceeding 75 crores individually and/or collectively.

**Resolved Further That** the Board of Directors be and is hereby authorize 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 this resolution.”

### **10. Alteration of The Article of Association of the Company to authorised Board of Directors to capitalize reserve of The Company.**

“Resolved That pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force), the first line of Article 126(3) of the Articles of Association of the Company, be amended by adding the words ‘Free Reserve’ as first word with the existing the line .

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**Resolved Further that** Article 126(1) be amended by deleting the words in general meeting as mentioned beginning in the line after The Company and substituting it with the words "The Board of Directors/General Meeting" of the Company .

**Resolved Further That** the remaining wordings of the Article 126 of the Articles of Association of the Company remain unchanged;

**Resolved Further That** the Board of Directors be and is hereby authorised to perform all acts, deeds and things, execute documents, and make all filings, as may be necessary to give effect to the above resolution and to take all such steps for giving any such direction as may be necessary or desirable and to settle any questions or difficulties whatsoever .

## **11. Issue of Bonus Shares**

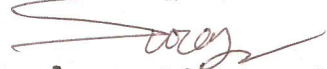
"**Resolved That** pursuant to provisions Section 63 and in accordance with other applicable provisions of the Companies Act, 2013, and further Article No.126 of the Articles of Association of the Company and in accordance with the securities and Exchange Board of India (Issue of capital and Disclosure Requirements )Regulations 2009 (the regulations) and subject to necessary approval of Reserve bank of India as well as such other approvals, permissions and sanctions as may be necessary and subject further to such terms, conditions, alterations, modifications, changes and variations as may be specified while according such approvals which the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a committee thereof) be and is hereby authorised to accept, if it thinks fit, subject to consent of members in for the capitalization of Rs. 6,49,65,000/- out of Reserves and Surplus and transferred to Share Capital account towards issue and allotment of Equity Shares not exceeding 64,96,500 Equity Shares of Rs. 10/- each, as Bonus shares credited as fully Paid-up, to members of the company in the proportion of one (1) new fully Paid-up Equity Share of Rs. 10/- each for every one (1) Equity Share of Rs. 10/- each on the date the transfer books are proposed to be closed as may be declared by the Board."

The new Equity Shares of Rs. 10/- each to be issued and allotted as Bonus Shares shall be subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects and carry the same rights as the then existing Equity Shares of the Company, notwithstanding the date or dates of allotment thereof.

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"Provided further that the allotment and issue of the said new Equity Shares in favor of non-resident members of the company shall be subject to the approval of the Reserve Bank of India as may be necessary."

**Resolved Further That** the Bonus Shares so allotted always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**Resolved Further That** no letter of allotment shall be issued in respect of Bonus Shares and in case of Members who hold Shares or opt to receive the Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members with their respective Depository Participants and in case of Members who hold Equity Shares in certificate form, the share certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities:

**Resolved Further That** the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of bonus shares as aforesaid or any other matter incidental or consequential thereto."

Place- *Bangalore*

Date- *28/09/2015*

For Alpine Housing Development  
Corporation Limited

*[Signature]*  
Company Secretary & Compliance Officer

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