

19TH ANNUAL REPORT

— 2011-12 —



PROPERTY DEVELOPMENT

ALLOYS

CONCRETE SLEEPERS

ALPINE HOUSING DEVELOPMENT CORPORATION LTD



**19th Annual Report
2011- 2012**

***Alpine* HOUSING DEVELOPMENT CORPORATION LIMITED, BENGALURU**



**ALPINE HOUSING DEVELOPMENT
CORPORATION LIMITED
BENGALURU**

**19th ANNUAL REPORT
2011- 2012**

19th Annual General Meeting

On Friday the 28th September ,2012

At 11 A.M. at

*“Sri Krishna” Hall, Woodlands Hotel Pvt Ltd,
No.5, Raja Ram Mohan Roy Road, Bengaluru - 560025*

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Important information to Shareholders / Members

The Ministry of Corporate Affairs (M C A), Government of India, through its circulars has allowed companies to send official documents like Notice / Documents including Annual Report for convening General meeting to their members electronically.

Keeping in view the provisions of the aforesaid circulars we are requested to the members to see the page no. 43 and send their details including e-mail ID positively and also inform any changes in e-mail ID to the address mentioned there on from time to time.



***Alpine* HOUSING DEVELOPMENT CORPORATION LIMITED, BENGALURU**

BOARD OF DIRECTORS:

Mr. S A.KABEER	Chairman & Managing Director
Mr. S.A.RASHEED	Whole Time Director
Mr SYED MOHAMMED MUNEEB	Whole Time Director
Mr. G.H.SATYANARAYANA GUPTA	Director
Mr. S. M. MOHSIN	Director
Mr. K.N.GUHA	Independent Director
Mr. N.K.MALU	Independent Director
Mr. V. KARTHIK	Independent Director
Ms. ANNU KUMARI	Independent Director
CS ASHOK KUMAR TRIPATHY	Company Secretary & Compliance Officer

AUDITORS:

M/s.Rao & Venkatesulu
Chartered Accountants

BANKERS:

State Bank of India
Syndicate Bank
Canara Bank

REGISTERED OFFICE:

Alpine Housing Development Corporation Limited
302, Alpine Arch ,No.10, Langford Road,
Bengaluru, Karnataka – 560 027.

REGISTER AND SHARE TRANSFER AGENTS:

M/s.CAMEO CORPORATE SERVICES LTD.,
Subramaniam Building,5th floor
No.1,Club House Road, Mount Road ,Chennai – 600 002
Phone.No.91-044-28460390/91/92

NOTICE

Notice is hereby given that 19th Annual General Meeting of the members of **ALPINE HOUSING DEVELOPMENT CORPORATION LIMITED** will be held on **28th September, 2012, Friday** at **“Sri Krishna ” Hall,** Woodlands Hotel Pvt Ltd, No.5, Raja Ram Mohan Roy Road, Bengaluru 560025 at 11 A.M to transact following business:-

I. ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March 2012 and the Profit and Loss account for the year ended on that date together with the Reports of Directors and the Auditors thereon.

2. To appoint a Director in the place of **Mr. G.H.S Gupta** who retires by rotation and being eligible offers himself for re-appointment.

3. To appoint a Director in the place of **Mr. S. M. Mohsin** who retires by rotation and being eligible offers himself for re-appointment.

4.To appoint auditors' of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s Rao & Venkatesulu, the retiring Auditors are eligible for re- appointment.

II. SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

“Resolved that pursuant to section 198, 269 and 309 read with schedule XIII and other applicable provisions, if any of the Companies Act, 1956, and subject to approval by the Shareholders in the General Meeting, Sri S M Muneer be and is hereby appointed as Whole-Time Director of the Company with effect from 14th August 2012 for a period of Five years and he is not liable to retire by rotation on the terms and conditions as set out in the explanatory statement annexed to this notice.”

“Resolved further that in the event of inadequacy or absence of profits in any financial year during the currency of his tenure as Whole-Time Director, the above mentioned remuneration shall be paid, subject to the ceilings and conditions stipulated in Section II of Part II of Schedule XIII to the Companies Act, 1956, as minimum remuneration”.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER.

2. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE DULY STAMPED & SIGNED IN THE FORMAT ANNEXED HERETO, MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR COMMENCEMENT OF THE ANNUAL GENERAL MEETING.

3. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.

4. The Register of members and the share transfer books of the company will remain closed from **24th to 28th September, 2012** inclusive of both days as per Section 154 of the Companies Act, 1956..

5. Members are requested to bring their copies of Annual Reports to the meeting and also intimate the change in their registered address, if any, immediately quoting the folio reference to the address of registered office of the company.

6. Members having multiple folio(s) in identical names or Folios in joint names in the same order are requested to send all their share certificates to the company for consolidating such shareholding into one account to facilitate better service.

7. The Company has established De-materialized facility of Share with NSDL/CDSL. In lines with SEBI's circular, the company has also established common registry facility for demat and physical transfer of shares with M/s.CAMEO Corporate Services Ltd., Subramaniam Building 5th floor, No.1, Club House Road, Mount Road Chennai – 600 002.

The Members/Shareholders are requested to avail this facility by forwarding their request for share transfer to the registrar and shares transfer agents, as mentioned above.

8. Mr. **G.H.S Gupta** and Mr. **S. M. Mohsin** who retires by rotation are eligible for re-appointment. The information pertaining to him as required pursuant to clause 49 of the listing agreement is provided in the Corporate Governance Section.

9. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed herewith.

Place: Bengaluru
Date: 14th August 2012

By Order of the Board,
Sd/-
S A Kabeer
Chairman & Managing Director

**EXPLANATORY STATEMENT PURSUANT
TO SECTION 173(2) OF THE ACT**

The Board of Directors in its meeting held on 14.08.2012, appointed Mr S.M. Muneer (Syed Mohammed Muneer) as Additional Director to assume the responsibility as whole time director with effect from 14.08.2012 in accordance with Section 260 of the Companies Act 1956. Notice have been received pursuant to under section 257 of the Companies Act 1956 from a member proposing Mr. S.M. Muneer as Director of the company.

The Board of Directors of yours company considers Mr Syed .Mohammed Muneer as a competent person for appointment as Whole Time Director of yours company for the five years. In compliance with the requirements of Schedule XIII to the Companies Act 1956, approval of the members by ordinary Resolutions is sought for appointment of as Mr. Syed Mohammed Muneer as Whole Time Director of yours company for the five years with effective from 14.08.2012. Board has confident that appointment of Mr.Syed Mohammed Muneer will be immense benefit to the company.

The Terms and Remuneration payable to Mr Syed Mohammed Muneer, Whole-Time Director will be as follows:

1. Salary:

I. Rs. 87,000/- per month including Dearness Allowance with Annual increment up to 20% on Basic Salary.

II. Re-imbursement of Telephone Expenses with STD and ISD facility at residence.

III. Re -imbursement 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 rules of the Company.

III. Personal Accident Insurance premium.

IV. Medical Insurance premium.

The value of the **Perquisites** along with **the salary** mentioned above shall be subject to the ceiling and conditions stipulated in Part - II Schedule XIII to the Companies Act 1956, i.e. maximum to **Rs 1,25,000/-** Per Month.

3. Others:

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

ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service &

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 from time to time subject to ceiling prescribed limit mentioned in part II Section I of schedule XIII of Companies Act 1956.

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

The Details resume of the Director is given in the Corporate Governance report to compliance the listing agreement.

This may be taken as abstract of terms of appointment which is required to be circulated under section 302 of Companies Act ,1956.

Details of Directors seeking Appointment / reappointment at the Annual General Meeting as per clause 49(IV)(G)(i) of the Listing Agreement.

Name	Mr.G.H.S.Gupta	Mr.S.M.Mohsin	Mr.S.M.Munner
Date of Birth	30.07.1950	16.07.1962	25.01.1948
Date of appointment	18.07.1992	05.12.1996	14.08.2012
Qualification	B.Com .FCA	B.Com	M.A
Experience	Twenty eight years of rich experience of which 20 years in companies abroad and presently he is a practicing chartered Accountant in India.	10 years of rich experience in companies abroad.	20 years of rich experience in companies abroad.
Expertise in specific functional area	Industrialist	Managerial Function	Managerial Function
Directorships held in other Public Companies (excluding Foreign Companies) as at 31st March, 2012	Nil	NIL	NIL
Number of shares held in the Company as at 31st March,2012	10,000	4,53,500	3,77,000

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 19th Annual Report on the business and operations of the company together with the Audited results for the year ended 31st March 2012.

Financial Results:

Your Company's performance during the year as compared with that of during the previous year is summarized below:

Rs. in Laacs		
Particulars	For the year ended 31.03.2012	For the year ended 31.03.2011
Total Income	1949.95	1796.30
Total Expenditure	1638.49	1519.86
Profit Before Depreciation Interest and Tax	311.46	276.44
Less: Interest & Finance Charges	99.31	67.99
Profit before Depreciation and Tax	212.15	208.45
Less: Provision for Depreciation	101.98	99.70
Profit before Tax	110.17	108.74
Less: Provision for Tax	37.60	26.65
Deferred Tax (Liability)	(15.61)	28.51
Fringe Benefit Tax	-	-
Net Profit after Tax	88.18	53.59
Add: Balance in Profit & Loss Account as per last Balance Sheet	3162.23	3108.64
Add: Contract Profits Fluctuation reserve transfer to Profit & Loss Account	16.96	0.00
Balance carried forwards to Balance Sheet	3267.37	3162.23

Dividend:

Board of Directors has not recommended dividend in this year.

Transfer to Reserves

We have not transferred any amount from current profit to General Reserve. An amount of 3267.37 is proposed to be retained in the Profit & Loss Account.

2. MANAGEMENT DISCUSSION, ANALYSIS AND REVIEW

(Is present in separate section of this report)

3. CORPORATE GOVERNANCE:

The disclosures as required under the Corporate Governance Reporting System have been furnished in the Annual Report under the head "Corporate Governance" and the company is complying with the various requirements under the Corporate Governance reporting system.

4.DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors' confirm that

I. In the preparation of the annual accounts, the applicable accounting standards have been followed.

ii. Appropriate accounting policies have been selected and applied consistently. Judgments and estimates are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2012 and of the profit of the company for the year ended 31st March 2012.

iii. Proper and sufficient care has been taken for the maintenance of adequate records in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv. The annual accounts have been prepared on a going concern basis.

5. DEPOSITORY SYSTEM (DEMAT FACILITY FOR SHARES):

The Company has established De-materialized facility of Share with NSDL / CDSL. In lines with SEBI's circular, the company has also established common registry facility for demat & physical transfer of shares with M/s. CAMEO Corporate Services Ltd. 5th floor, No.1, Subramaniam Building, Club House Road, Chennai – 600002.

The Members/ Shareholders are requested to avail this facility by forwarding their request for share transfer to the aforesaid registrar and shares transfer agents.

6. LISTING WITH STOCK EXCHANGES:

As per the requirements of clause 49 of the Listing Agreement with Stock Exchanges, the Company hereby declares that the listing of its shares continued throughout the year with following Stock Exchanges & the listing fee for the year 2012-2013 has been paid:

Bangalore Stock Exchange Ltd., Post Box No.27024, No. 51, Stock Exchange Towers, 1st Cross, J. C. Road, Bengaluru – 560 027.

Mumbai Stock Exchange, Phiroze Jee Jeebhoy Towers, Dalal Street, Mumbai – 460 001.

Madras Stock Exchange Limited, Exchange Bldg, Post Box #183, No. 30, Second Line Beach, Chennai - 600001.

In Terms of Agreement MSE with NSE, pursuant to provision (i) to section 13 of the Securities Contracts (Regulations) Act 1956, the securities of your company allowed is dealing on National stock Exchange (Capital market Segment) with effect from 30th Dec 2011.

Delisting of the Company Shares is pending from Coimbatore Stock Exchange.

7. FIXED DEPOSITS:

The Company has not accepted the fixed deposits from public during the year under review.

8. HUMAN RESOURCES:

We believe that just as engineering, technical expertise and specializations are the cornerstones of our progress human capital also constitutes another important driver to the success in our business. The Company is proud of its 180 plus personnel team comprising experienced, skilled, committed and innovative engineers and it recognizes the invaluable contribution made by each of them. There was no strike or labour unrest during the period under review. The Company has provided a congenial working environment for its employees.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS & OUTGO:

The information required under Section 217-(1) (e) of Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Director) Rules, 1988, with respect to the matters is as under:

Conservation of Energy :

Though the Company's operation involves low energy consumption, there is a constant endeavor to conserve energy.

Absorption of Technology:

The company has an in - house R & D wing for product up gradation/development.

Foreign Exchange earnings and outgo

Foreign Exchange earnings - Nil

Foreign Exchange outgo - Nil

10. DIRECTORS:

In accordance with the provisions of the Companies Act 1956 & Articles of Association of the Company, the following Director due for retirement by rotation and being eligible to consider for reappointment.

1. Mr G.H.S.Gupta

2. Mr. S.M.Mohsin

None of the Directors of Company have incurred disqualification in terms of section 274 (1) (g) of Companies Act 1956.

11. AUDITORS:

M/s.Rao and Venkatesulu, Chartered Accountants, the Auditors of the Company, retire at the conclusion of the forthcoming AGM. It is proposed to reappoint them till conclusion of the next AGM. M/s.Rao & Venkatesulu have pursuant to Section 224 1(B) of the Companies Act, 1956 furnished a certificate regarding their eligibility and given consent for re-appointment.

12. PERSONNEL:

Your Directors would like to express their sincere thanks and appreciation to all the employees for their commendable team work and exemplary contribution to operations and company's performance.

Information pursuant to the provisions of Section 217(2A) of the Company Act, 1956 read with the Companies (Particulars of Employees) Rules 1975.No employee is covered under provision.

13. APPRECIATION

Your Board would like to place on record its sincere appreciation for wholehearted support & contribution made by all its employees shareholders, banks, financial institutions and other business associates towards conducting the operations of the company.

Place: Bengaluru
Date: 14th Aug. 2012

For and behalf of the Board of Directors,

Sd/-
S.A.KABEER
Chairman & Managing Director

Addendum to Directors' Report

1. Auditors' Qualification

Note No 9.01 -- The Company has not been regular in remittance of certain statutory dues during the year & the amount due on that account for a period exceeding six months as at 31st March ,2012 is Rs 17.18 Lakhs which is specified in Note No.12 of Schedule 27

Note No11 --The Company has not made timely repayment of dues to financial institutions and banks in respect of the term loans which are specified in Note No.3(b),(C) and (g) of Schedule 27.

2. Management Reply to Auditors' report

Reply to Note No 9.01 - With reference to the qualification of the auditors about the payment of statutory dues, the Directors hereby state that due to the market downturn and financial crunch, some of the statutory dues were not paid in time and subsequently it has been paid.

Reply to Note No 11 - The Company has paid subsequently paid dues to financial institutions and banks in respect of the term loans which are specified in Note No.3(b),(C) and (g) of Schedule 27.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Over all View :

The Indian economy is going through a tough period with overall sentiments at a very low ebb. GDP is down to its lowest figure in five years, the inflation is high and the interest rates particularly the retail housing loan interest rates have gone up substantially.

Amidst this picture of slowdown, real estate overall has been in a challenging phase. Real estate has been growing in certain demand areas and the demand is not much in other areas.

Strength and opportunities :

Alpine Housing Development Corporation limited is basically into the housing sector and that is the sector which is doing well in the real estate as compared with commercial and retail sectors. In the housing sector we are in the mid range housing which is a better sector as compared with high end sector.

Our focus has been towards the IT sector and most of our customers are from this sector who have a better disposable income and who get the housing loan very easily as compared with others.

As our projects are in the Vicinity of big IT companies we have an advantage to market our products to this sector.

Financial Performance :

Alpine has made a turnout of Rs.1949.95 Lacs in the year 2011 –12 with a net profit of Rs.88.17 Lacs and an earning per share of Rs.1.36.

Our turnover and profit as compared with previous year have gone up by 8.55 % and 64.55% respectively and our earning per share in the last year was Rs. 0.82 as compared to Rs.1.36 of 2011-12.

Internal Control

The company has adequate system of internal control and internal audit, which are monitoring the transaction of the Company, be it purchase, sales & stock.

Human resources.

The Company focus has always been to recruit the right talent and particularly . The talent which wants to be with company as long term basis and grow with it.