



CHD DEVELOPERS LIMITED

CIN- L74899DL1990PLC041188

Regd. Office : SF 16-17, 1st Floor, Madame Bhikaji Cama Bhawan, Bhikaji Cama Place, New Delhi- 110066

Email: investorservices@chddevelopers.com, Website : www.chddevelopers.com

Phone : +91 – 11 – 40100100, Fax : +91 – 11 – 40100190

NOTICE OF EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the members of CHD Developers Limited (CIN No. L74899DL1990PLC041188) will be held at Aadyant School, Plot No. 10-11, Nelson Mandela Road, Vasant Kunj, New Delhi-110070 on Saturday at 25th day of March, 2017 at 11.00 A.M to transact the following business:

SPECIAL BUSINESS:

1. Issue of Secured or Unsecured Redeemable Non-Convertible Debentures (NCD's) on Private Placement basis.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and subject to such other applicable laws, rules, regulations and guidelines and approvals as may be required from regulatory authorities from time to time, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”) of the Company to offer/Issue and allot Secured or Unsecured, Rated, Non-Convertible, Redeemable, Taxable Debentures in one or more series /tranches, on private placement basis for an amount aggregating up to Rs. 250 Crores (Rupees Two Hundred Fifty Crores), to such person or persons and on such terms and conditions at such times at par or at such premium as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;”

“RESOLVED FURTHER THAT Mr. Rajinder Kumar Mittal, Whole time Director of the Company and Mr. Gaurav Mittal, Managing Director of the Company be and are hereby authorized severally to finalize with the Investors and the trustees the documents for creating the mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalize and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other security documents, in connection with the debenture Issue by the Company of such Secured or Unsecured, Rated, Non-Convertible, Redeemable, Taxable Debentures and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto and to execute all such documents as may be necessary for giving effect to the above resolutions.”

By order of the Board of Directors
For CHD Developers Limited

Place: New Delhi
Date: 22nd February, 2017

(Rajinder Kumar Mittal)
Chairman

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM SELF/ HER SELF AND THE PROXY (IES) NEED NOT BE A MEMBER OF THE COMPANY. PROXY (IES) IN ORDER TO BE EFFECTIVE MUST BE SIGNED, STAMPED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 (FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM IS ANNEXED HERETO.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Proxy holder shall carry his/her valid identity proof (Driving License, Voter ID Card, Passport, PAN card) in order to prove his/her identity.

2. For the convenience of Members, an Attendance Slip is annexed to the Proxy form. Members are requested to affix their signature as registered with the Company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to evoting are given in this Notice under Note No. 11.
4. A route map giving directions to reach the venue of the Extra Ordinary General Meeting is given at the end of the Notice.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members/Proxy are requested to bring their attendance slip to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
10. To support the “Green Initiative” Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company’s Share Registrars and Transfer Agents/ their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

11. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with the Companies (Management and Administration) Amendment Rules, 2015 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The members shall refer to the detailed procedures on e-voting explained herewith.
- II. The facility for voting through ballot paper shall also be made available at the EGM and Members attending the meeting who have not cast their vote by remote evoting shall be able to exercise their right at the meeting through ballot paper.
- III. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. Procedure to cast vote electronically is as under:

- (I) The shareholders should log on to the e-voting website www.evotingindia.com.
- (II) Click on Shareholders.
- (III) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (IV) Next enter the Image Verification as displayed and click on Login.
- (V) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then the existing password to be used.
- (VI) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of sequence number in the PAN field. Sequence number is printed on the e-voting form annexed with this Notice. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> • 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 as mentioned in instruction (III)

(VII) After entering these details appropriately, click on “SUBMIT” tab.

(VIII) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter the 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.

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

(X) Click on the EVSN for CHD Developers Limited.

(XI) 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.

(XII) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(XIII) 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.

(XIV) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(XV) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.

(XVI) 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.

(XVII) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(XVIII) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

(A) The remote e-voting period begins on Wednesday, 22nd March, 2017 at 9:00 a.m. and ends on Friday, 24th March, 2017 at 5:00 p.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 Saturday, 18th March, 2017, may cast their vote electronically. At the end of Remote e-voting period, the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

(B) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 18th March, 2017 may follow the same instructions as mentioned above for e-Voting.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com.

(D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 18th March, 2017.

(E) Members may send e-mail at investorservices@chddevelopers.com for any grievances connected with electronic means.

(F) The Company has appointed Mr. Naveen Shree Pandey, Practicing Company Secretary (Membership No. FCS 9028), as the Scrutinizer for remote e-voting process and scrutinizing the voting through poll at the meeting in a fair and transparent manner.

(G) The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistance of scrutiner,” for all those members who are present at the EGM but have not cast their votes by availing the remote e-voting facility.

(H) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the EGM to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

(H) The result, along with the Scrutinizer’s Report, will be placed on the Company’s website, www.chddevelopers.com and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to BSE Limited.

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

The Following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

The Company is in requirement to augment funds for the purpose of the working capital requirements and to augment long term resources for financing inter alia for the strategic business expansion and for general corporate purposes. Hence the Board of Directors at its meeting held on 22nd day of February, 2017 has, subject to the approval of members, proposed to raise debt by way of making private placement at an appropriate time, offer or invite subscription for Secured or Unsecured, Rated, Non-Convertible, Redeemable, Taxable Debentures in one or more series / tranches on private placement aggregating upto Rs. 2,50,00,00,000/ – (Rupees Two Hundred and Fifty Crores)

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its members by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 1 of the Notice. This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their shareholding in the Company, if any.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

By order of the Board of Directors
For CHD Developers Limited

Place: New Delhi
Date: 22nd February, 2017

(Rajinder Kumar Mittal)
Chairman

CHD DEVELOPERS LIMITED

Regd. Office : SF 16-17, 1st Floor, Madame Bhikaji Cama Bhawan,
Bhikaji Cama Place, New Delhi- 110066

CIN – L74899DL1990PLC041188

EXTRA ORDINARY GENERAL MEETING ON SATURDAY, MARCH 25, 2017 PROXY FORM

Name of the Member(s):
Registered address:

E-mail ID:
Folio No./Client ID:
DP ID:

I/We, being the Member holding shares of the above named company, hereby appoint

1. Name: Address:
E-mail Id: Signature:, or failing him

2. Name: Address:
E-mail Id: Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Saturday, the 25th day of March, 2017 At 11:00 a.m. at Aadyant School, Plot No. 10-11, Nelson Mandela Road, Vasant Kunj, New Delhi-110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1	Issue of Secured or Unsecured Redeemable Non-Convertible Debentures (NCD's) on Private Placement basis		

Signed this..... day of..... 2017
Signature of shareholder
Signature of Proxy holder(s)

Affix revenue
stamp of Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extraordinary General Meeting.
3. Please complete all details including details of members(s) in above box before submission

CHD DEVELOPERS LIMITED

Regd. Office : SF 16-17, 1st Floor, Madame Bhikaji Cama Bhawan,
Bhikaji Cama Place, New Delhi- 110066
CIN – L74899DL1990PLC041188

ATTENDANCE SLIP

DP ID*

Folio. No.....

Client ID*

No. of Shares held

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name(s) in full	Father/husband's Name	Address as Registered with the Company
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1.....

2.....

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Saturday, the 25th March, 2017 at 11.00 A.M. at Aadyant School. Plot No. 10-11, Nelson Mandela Road, Vasant Kunj New Delhi – 110 070.

Signature of the shareholder(s)/Proxy holder (s)

1.....

2.....

Notes : Members/Proxy holders are requested to produce the attendance slip in original duly signed and complete in all respect for admission to the meeting hall.

NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING

Route Map to the venue of the Extra Ordinary General Meeting

