



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

Notice is hereby given that the Twenty Sixth Annual General Meeting of the Members of CHD Developers Limited will be held at Aadyant School, Plot No. 10-11, Nelson Mandela Road, Vasant Kunj, New Delhi-110070 on Saturday, 24th September, 2016 at 10:00 A.M. to transact the following businesses:

Ordinary Business:-

1. To consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2016 including the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Rajinder Kumar Mittal (DIN: 00015146), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditor and Fixing their remuneration. To consider and, if thought fit, to pass the following resolution, with or without modification(s), as an Ordinary Resolution:
"RESOLVED THAT" pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time M/s. AMRG & Associates, Chartered Accountants (Registration No. 004453N), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty First (31st) Annual General Meeting to be held in In 2021 (subject to ratification of their appointment at every Annual General Meeting), at such remuneration plus

service tax, out of pocket and travelling expenses, etc; as may be mutually agreed between the Board of Directors of the Company and the Auditors on the recommendation of Audit Committee."

Special Business:

4. Ratification of Cost Auditor Remuneration and in this regard, to consider and if thought fit, to pass, with or without modification, following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, M/s Rahul Jain & Associates, the cost auditor appointed by the Company to conduct cost audit of records of the Company related to 'Construction' activities for the financial year 2016-2017, be paid a fees of Rs. 50,000 (Fifty Thousand) as remuneration for the cost audit services for the Financial year 2016-17.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid resolution."

By order of the Board of Directors
For CHD Developers Limited

Place: New Delhi
Date: 12th August, 2016

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. 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 e-voting are given in this notice under Note No. 13.
3. A route map giving directions to reach the venue of the Annual General Meeting is given at the end of the Notice.
4. A statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 19th September, 2016 to Saturday, 24th September, 2016 (both days inclusive).
6. Members holding shares in electronic form are requested to notify change in their address to their Depository participants with whom they are maintaining their Demat Accounts and members holding physical shares are requested to notify any changes in their address etc. quoting their folio no.(s) to the

Registrar & Share Transfer Agents at the following address, at the earliest to avoid inconvenience at a later stage :

Skyline Financial Services Private Limited

D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110 020, Ph: 011-26812682

7. Members are requested to bring attendance slip along with their copy of the Annual Report to the venue of 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. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agent.
10. Relevant documents referred to in the accompanying notice and the statement are open for inspection by the members at the registered office of the Company on all working days, except Saturdays during business hours upto the date of the meeting.
11. In terms of section 152 of the Companies Act, 2013, Mr. Rajinder Kumar Mittal, Director, retire by rotation at the meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment. The relevant details of the Directors seeking re-appointment pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed to the notice.
12. 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.
13. **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 26th Annual General Meeting (AGM) 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 AGM 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 AGM may also attend the AGM 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 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 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 Tuesday, 20th September, 2016 at 9:00 a.m. and ends on Friday, 23rd September, 2016 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, 17th September, 2016, 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, 17th September, 2016 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, 17th September, 2016.
- (E) Members may send e-mail at investorservices@chddevelopers.com for any grievances connected with electronic means.
- (F) The Company has appointed Mohd. Nazim Khan, Practicing Company Secretary (Membership No. FCS 6529), 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 Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM 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 AGM 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.

Important Communication to Members

- A) PHYSICAL SHAREHOLDERS – Please provide your e-mail ID to the Company urgently at investoservices@chddevelopers.com to enable you to receive prompt and safe delivery of important communications from the Company.
- B) DEMAT SHAREHOLDERS – Please provide your e-mail ID immediately to your Depository Participant (DP) where you have your demat account to enable you to receive prompt and safe delivery of important communications from the Company.

Such section also confirms and support the "Green Initiative" of Corporate Governance initiated by the Ministry of Corporate Affairs as per the Rule 18 of Companies (Management and Administration) Rules, 2014 which allows companies to send any notice/ document (including Annual Report) to its members via e-mail.

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

The following statement sets out all the material facts about the special business mentioned in accompanying Notice.

Item No. 4

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Rahul Jain & Associates, Practicing Cost Accountant as the cost auditor of the Company to conduct audit of cost records of the Company for 'Construction' activities for the Financial Year 2016-17 at a fee of Rs. 50,000/- plus applicable Taxes as remuneration for the cost audit services for the Financial year 2016-17.

In accordance with provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, proposed remuneration of Cost Auditor has to be ratified by shareholders of the Company. Accordingly your approval is sought for the same. The Board of Directors recommends the above resolution for your approval.

None of the Director or Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution.

By order of the Board of Directors
For CHD Developers Limited

Place: New Delhi
Date: 12th August, 2016

Rajinder Kumar Mittal
(Chairman)

Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SSS-2]**Information about the Appointee(s):-**

Name of the Director	Mr. Rajinder Kumar Mittal
Date of Birth	27.11.1953
Director Identification Number (DIN)	00015146
Original Date of Appointment	17-08-1990
Expertise in specific functional areas	Mr. Mittal has more than 35 years of expertise in real estate, construction and hospitality sector.
Qualifications	Law Graduate
Relationships between Directors inter-se	Father of Mr. Gaurav Mittal, Managing Director of the Company
No. of shares held in the Company	Mr. Rajinder Kumar Mittal holds 2,15,83,550 equity shares of the Company
List of companies in which Directorship held as on 31.03.2016 (excluding foreign, private and Section 8 companies)	CHD Developers Limited CHD Facility Management Private Limited Golden Infracon Private Limited CHD Infra Projects Private Limited CHD Blueberry Realtech Private Limited CHD Elite Realtech Private Limited Delight Spirits Private Limited
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2016	CHD Developers Limited-Audit Committee (Member) CHD Developers Limited-Stakeholder Relationship Committee (Member)



CHD DEVELOPERS LIMITED

CIN- L74899DL1990PLC041188

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PROXY FORM

TWENTY SIXTH ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 24, 2016

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 26th Annual General Meeting of the company, to be held on Saturday the 24th day of September, 2016 At 10:00 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.	Resolutions	For	Against
	Ordinary Business:		
1.	Adoption of audited Financial Statements of the Company including audited Consolidated financial statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Rajinder Kumar Mittal (DIN: 00015146), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of Statutory Auditors and fixing their remuneration.		
	Special Business		
4.	Ratification of remuneration of Cost Auditors of the Company for the financial year 2016-17 ending 31st March, 2017.		

Signed this..... day of..... 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp
of ₹1/-

Note: 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.

Route Map to the venue of the Annual General Meeting





CHD DEVELOPERS LIMITED

CIN- L74899DL1990PLC041188

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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
1
2

I/We hereby record my/our presence at the 26th Annual General Meeting of the Company to be held on Saturday, the 24th September, 2016 at 10.00 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



