

## NOTICE

**Notice is hereby given that the Twenty Ninth 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, 7<sup>th</sup> March, 2020 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 31<sup>st</sup> March, 2019 including the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Gaurav Mittal (DIN: 00052968), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To Appoint Statutory Auditors To Fill Casual Vacancy:

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

### **ORDINARY RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) read with rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. D N A & Co., Chartered Accountants (FRN 019866N), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. AMRG & Associates, Chartered Accountants (FRN 004453N).

RESOLVED FURTHER THAT M/s. D N A & Co., Chartered Accountants (FRN 019866N), be and is hereby appointed as Statutory Auditors of the Company, to hold the office of the Statutory Auditors of the Company up to the conclusion of the 30<sup>th</sup> Annual General Meeting and to conduct the Statutory Audit for the period ended 31<sup>st</sup> March, 2020, on such remuneration as may be fixed by the Board of Directors in consultation with them."

4. To ratify the remuneration payable to the Cost Auditors for the Financial Year 2019-20 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 the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), 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 2019-20, be paid a fees of Rs. 50,000/- (Rupees Fifty Thousand) as remuneration for the cost audit services for the Financial year 2019-20.

**"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."

5. To Appoint Mr. Varinder Singh (DIN- 02923407) as Independent Director

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Varinder Singh (DIN- 02923407), who was appointed as an Additional Director (Category-Independent) w.e.f. 09th October, 2019 in terms of Sections 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 09th October, 2019 and shall not be liable to retire by rotation."

**"RESOLVED FURTHER THAT** Mr. Gaurav Mittal, Managing Director of the Company, be and is hereby authorized to file relevant forms with the Registrar of Companies, NCT of Delhi & Haryana, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment"

6. To Appoint Mr. Nishant Goyal (DIN- 07647389) as Independent Director

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Sections 149,152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or

amendment thereof, Mr. Nishant Goyal (DIN- 07647389), who was appointed as an Additional Director (Category-Independent) w.e.f. 25th October, 2019 in terms of Sections 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 25th October, 2019 and shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Mr. Gaurav Mittal, Managing Director of the Company, be and is hereby authorized to file relevant forms with the Registrar of Companies, NCT of Delhi & Haryana, and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment”

**By order of the Board of Directors**  
**For CHD Developers Limited**  
Sd/-

**Place: New Delhi**

**Gaurav Mittal**

**Date: 15<sup>th</sup> January, 2020**

**(Managing Director)**

## 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. 17. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto
3. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. A relative Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 setting out material facts concerning the 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 1<sup>st</sup> March, 2020 to 7<sup>th</sup> March, 2020 (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, 1<sup>st</sup> 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. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):  
Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Section s 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), also contain similar provisions for transfer of such amounts to the IEPF both of which became applicable with effect from September 7, 2016, Accordingly, all unclaimed / unpaid dividend, interest on deposits as well as the principal amount of deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, shall be transferred to, IEPF established by the Central Government. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.  
The Company serves this as a reminder to all the shareholders whose Dividends are lying unpaid /

unclaimed, to claim the same. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF- 5. Members can file only one consolidated claim in a financial year as per the IEPF Rules. Members who have not yet encashed their dividend warrant(s)

pertaining to the final dividend, are requested to lodge their claims with the Company.

As per the Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. September 29, 2018, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under 'Investors' section on the website of the Company viz. [www.chddevelopers.com](http://www.chddevelopers.com)

The Company will be transferring dividend to IEPF as per the following schedule:

S. No.	Financial Year	Type of Dividend	Due date for transfer to IEPF	Last date for transfer to IEPF
1	2010-11	Final Dividend	October 31, 2018	November 30, 2018
2	2011-12	Final Dividend	November 05, 2019	December 05, 2019
3	2012-13	Final Dividend	November 04, 2020	December 04, 2020

11. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
12. Relevant documents referred to in the accompanying notice and the statements 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.
13. The relevant details of the Directors seeking re-appointment pursuant to Regulation 36 (3) and 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard-2 are annexed to the notice.
14. 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.
15. Shareholders holding shares in physical form are requested to provide copy of PAN Card and Bank details to the Company as per SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018.
16. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08-06-2018 mandates shareholders holding shares in physical form to get their shares demat till December 05, 2018 after which request effecting transfer of securities shall not be processed.
17. **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 (SS 2) 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 29<sup>th</sup> 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 e voting 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 voting period begins on 04.03.2020 at 09:00 am and ends on 06.03.2020 at 05:00 pm. 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) on 28.02.2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders / Members
  - (iv) 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.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) 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 voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>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 the sequence number in the PAN field.</li> <li>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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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 (iv).</li> </ul>

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

(ix) 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 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.

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

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

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image

verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **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.**

(xix) **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](http://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](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

(A) The remote e-voting period begins on Wednesday, 04<sup>th</sup> March, 2020 at 09:00 a.m. and ends on Friday, 06<sup>th</sup> March, 2020 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 Friday, 28<sup>th</sup> February, 2020, 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. Friday, 28<sup>th</sup> February, 2020 may follow the same instructions as mentioned above for e-Voting.
- (C) 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. Friday, 28<sup>th</sup> February, 2020.
- (D) Members may send e-mail at [investorservices@chddevelopers.com](mailto:investorservices@chddevelopers.com) for any grievances connected with electronic means.
- (E) The Company has appointed Mr. Mukesh Kumar, Practicing Company Secretary (Membership No. 19399) as the Scrutinizer for remote e-voting process and scrutinizing the voting through poll at the meeting in a fair and transparent manner.
- (F) The Chairman shall, at the Annual General Meeting, after 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 AGM but have not cast their votes by availing the remote e-voting facility.
- (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](http://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 [investorservices@chddevelopers.com](mailto:investorservices@chddevelopers.com) to enable you to receive prompt and safe delivery of important communications from the Company.

Also

- 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. 3**

M/s. AMRG & Associates, Chartered Accountants, have tendered their resignation from the position of Statutory Auditors due to non-payment of professional fees, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can be filled up by Board of Directors in Board Meeting and required to be approved by Shareholders in General Meeting within period of Three Months. It is proposed that M/s. D N A & Co., Chartered Accountants, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. AMRG & Associates, Chartered Accountants.

M/s. D N A & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

### **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, Practising 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 2019-20 at a fee of Rs. 50,000/- plus applicable Taxes as remuneration for the cost audit services for the Financial year 2019-20

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.

### **Item No. 5**

As per the provisions of section 149(4) of the Companies Act, 2013, every listed company shall have optimum number of Executive and Non-Executive Directors and to comply with the requirement of optimum number of Executive and Non-Executive Directors as may be required for the proper constitution of Committees of Board. The Board of Directors of the Company appointed Mr. Varinder Singh as an

Additional Director (Category-Independent) w.e.f. 09th October, 2019 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to the consent of the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director Mr. Varinder Singh holds office up to the date of this Annual General Meeting is eligible for being appointed as an Independent Director. The Company has received a declaration from Mr. Varinder Singh under Section 149(7) of the Companies Act, 2013 confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Varinder Singh is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

Mr. Varinder Singh aged 41 years, has completed his MBA (Marketing & Sales) from Institute of Marketing and Management (IMM), New Delhi and he has approx. 14 years of rich experience in real estate sector and has brilliant expertise in the real estate field. His presence on the Board will lead to better management of the affairs of the company.

In the opinion of the Board, Mr. Varinder Singh fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Varinder Singh is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Varinder Singh are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. As Mr. Varinder Singh was appointed after the financial year on 09.10.2019, therefore he was not eligible to attend any meetings of the Board of Directors of the Company.

Mr. Varinder Singh is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. Varinder Singh, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.5 of the Notice.

### **Item No. 6**

As per the provisions of section 149(4) of the Companies Act, 2013, every listed company shall have optimum number of Executive and Non-Executive Directors and to comply with the requirement of optimum number of Executive and Non-Executive Directors as may be required for the proper constitution of Committees of Board. The Board of Directors of the Company appointed Mr. Nishant Goyal as an Additional Director (Category-Independent) w.e.f. 25<sup>th</sup> October, 2019 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to the consent of the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director Mr. Nishant Goyal holds office up to the date of this Annual General Meeting is eligible for

being appointed as an Independent Director. The Company has received a declaration from Mr. Nishant Goyal under Section 149(7) of the Companies Act, 2013 confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nishant Goyal is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

Mr. Nishant Goyal aged 27 years, has completed his B. Com (Commerce) from Delhi University and is also member of Institute of Company Secretaries of India. Mr. Nishant has approx. 3 years of rich experience in corporate laws and has brilliant expertise in the corporate laws and Intellectual Property Rights. His presence on the Board is required for the purpose of Composition of Board of the Company.

In the opinion of the Board, Mr. Nishant Goyal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Nishant Goyal is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Nishant Goyal are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings

("SS-2"), issued by the Institute of Company Secretaries of India. As Mr. Nishant Goyal was appointed after the financial year on 25.10.2019, therefore he was not eligible to attend any meetings of the Board of Directors of the Company.

Mr. Nishant Goyal is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mr. Nishant Goyal, no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.6 of the Notice.

**By order of the Board of Directors  
For CHD Developers Limited**

**Place: New Delhi  
Date: 15<sup>th</sup> January, 2020**

**Sd/-  
Gaurav Mittal  
(Managing Director)**

## Annexure

**Disclosure under Section II of Part II of Schedule V of the Companies Act, 2013 is as under:**

### General Information:-

Nature of Industry	Real Estate
Date or expected date of commencement of commercial production	N.A. As the Company was incorporated in the year 1990 and has already commenced its business activities
In case of new Companies expected date of commencement of activities as per projects approved by the financial institutions appearing in the prospectus	N.A.
Foreign investments or collaborations, if any	There is no direct foreign investment in the Company except to the extent shares held by NRIs acquired through Secondary Market. There is no foreign collaboration in the Company.

### Financial Performance based on given indicators:

(₹ in lakhs)

Particular	31.03.2019	31.03.2018
Total Revenue	13,483.86	13251.04
Depreciation	119.26	199.27
Finance cost	1,191.71	963
Total expenses	13,337.19	13167.19
Net Profit before Tax	146.67	83.85
Tax expenditure	116.98	(12.55)
Net Profit after Tax	29.69	96.40

**Information about the Appointee(s):-**

Particular	Mr. Gaurav Mittal	Mr. Varinder Singh	Mr. Nishant Goyal
Background details	Given in Explanatory Statement	Given in Explanatory Statement	Given in Explanatory Statement
Past Remuneration (FY 2018-19)	During the financial year ended March 31, 2019, a sum of Rs. 50,40,000 was paid as total remuneration	N.A.	N.A.
Recognition & Awards	Young Achievers Award by Realty Plus	N.A.	N.A.
Job Profile & Suitability	Given in Explanatory Statement	Given in Explanatory Statement	Given in Explanatory Statement
Remuneration Proposed	N.A.	N.A.	N.A.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Apart from receiving managerial remuneration and holding 1,23,77,200 equity shares along, he does not have any pecuniary interest with the Company. He is related to Mr. Rajinder Kumar Mittal, Whole Time Director of the Company, (resigned i.e. 18 <sup>th</sup> July, 2019).	N.A.	N.A.

**Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person**

“The Indian real estate market, which was at its lowest level in the past four to five years, has witnessed some recovery in 2019 with more transparency and greater consolidation. Tough sectoral reforms such as demonetisation, RERA (Real Estate Regulatory Authority) and GST have already been factored in and the market will see their positive impact in the coming years. With all these changes the Indian real estate sector will witness high growth and there will be rise in demand for office as well as residential spaces. Responding to an increasingly well-informed consumer and keeping in mind the globalization of the Indian business outlook, real estate developers have also shifted gears and accepted fresh challenges.

Considering which it is also a imperative for real estate Companies to have highly experienced professionals having specialized knowledge and skills to understand and project

the market trend, consumer behavior, demands other relevant indicators for growth of the Company. It also requires expertise for appropriate fund allocation, optimum utilization of various resources in the business. Mr. Rajinder Kumar Mittal and Mr. Gaurav Mittal have successfully proved their expertise in very effective manner and drove the Company towards the growth over a period of time. Hence the Board of Directors after taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Mr. Gaurav Mittal, the remuneration paid to him is justified and is commensurate with the remuneration packages paid to their similar counterparts in other companies.

**Other Information:-**

**Reasons for loss or inadequate profit**

The Company is primarily engaged in real estate activities and the performance of the Company is temporarily affected,



due to slowdown in the Real Estate industry, overall slowdown in the economy, and delay in statutory approvals for projects of the Company, and liquidity crunch etc. Although the Company has sufficient projects in progress to cover up any such eventuality but there could be temporary slowdown in operations for any particular year(s).

#### **Steps taken or proposed to be undertaken for improvement**

To mitigate the above stated risk factor, Company ensures that sufficient sale velocity is maintained to take care of completion of projects on scheduled time. Management of your Company trying hard to resolve the problem of liquidity arise in the company and Timely completion of projects along with focus on customer centricity and transparency has given comparative edge to the Company in marketing its projects. This also ensures timely payments from customers. Management of your Company ensures that proactive steps are taken to take care of any likely future eventuality.

#### **Expected increase in productivity and profits in measureable terms**

CHD is experiencing an era of interesting policies that is transforming the real estate sector. Affordable housing and infrastructure gets a significant push by the government. The government rolled out various incentives to boost affordable housing. To begin with, the GOI designated this vital sector as a favoured segment under its Housing for all by given the housing demand of the country, the real demand lies in the mid segment (which is now being described as affordable housing). While the governments will keep on pushing reforms, it is critical that more developers get into this segment and with RERA getting stabilised, consumers will get attracted to the lower interest rates, along with tax

benefits attached to it 2022 initiative. The most recent Union Budget provided direct tax relaxation to the lowest income earners, along with much-needed clarity on the designated beneficiaries under the Pradhan Mantri Awas Yojana (PMAY). The government also brought in a new Credit Linked Subsidy Scheme (CLSS) for the middle-income group. With a proper implementation of all these changes there will be a surge of growth and demand in the housing sector, which indeed is good news for us.

The prime standout factor for CHD is our timely delivery. Our asset-light business model based primarily on joint developments, and focus on turning around projects in quick time has helped us deliver most of the projects on or before the delivery date. Hence, at a time when the markets are challenging for most of our contemporaries, we have secured growth. The policies and initiatives of the company, coupled with that of the government and the rapidly escalating housing demand are expected to catalyze our growth in a profitable way over the foreseeable future.

Government's push in promoting affordable housing will continue and will lead in overall recovery of sector The Company is very conscious about improvement in all spheres with a focus on delievery

and undertakes constant measures to improve. However, it is extremely difficult in the present scenario to predict profits in measurable terms

The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment along with remuneration as specified under Section 190 of the Companies Act, 2013.

**Details of Directors seeking appointment/ re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 (3), 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2]**

**Information about the Appointee(s):-**

Name of the Director	<b>Mr. Gaurav Mittal</b>
Date of Birth	11.10.1978
Director Identification Number (DIN)	00052968
Original Date of Appointment	30/05/1997
Expertise in specific functional areas and Qualifications	He has more than 20 years experience in real estate and hospitality sector. Mr. Gaurav Mittal holds a management degree from Brandford University, United Kingdon and has done OPM Program from Harvard Business School, USA
Relationships between Directors inter-se	Son of Mr. Rajinder Kumar Mittal (Mr. Rajinder Kumar Mittal has ceased to be director of the Company w.e.f. 18th July, 2019.)
No. of shares held in the Company	Mr. Gaurav Mittal holds 1,23,77,200 equity shares of the Company.
List of companies in which Directorship held as on 31.03.2019 including subsidiaries of public company (excluding foreign, private and Section 8 companies)	CHD Developers Limited CHD Agro Products Private Limited Delight Spirits Private Limited Golden Infracon Private Limited CHD Energy Private Limited Armaan Global Private Limited CHD Skyone Developers Private Limited Divine Townships Private Limited CHD Infra Projects Private Limited CHD Elite Realtech Private Limited CHD Blueberry Realtech Private Limited CHD Facility Management Private Limited Aadyant Education Private Limited Capital Institute Of Competitiontraining Private Limited British Butler Institute (India) Private Limited
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2019	<b>CHD Developers Limited-</b> Stakeholder Relationship Committee (Member) Corporate Social Responsibility Committee (Member)

<b>Name of the Director</b>	<b>Mr. Varinder Singh</b>
Date of Birth	03/07/1978
Director Identification Number (DIN)	02923407
Original Date of Appointment	09/10/2019
Expertise in specific functional areas and Qualifications	Mr. Varinder Singh has completed his MBA (Marketing & Sales) from Institute of Marketing and Management (IMM), New Delhi and he has approx. 14 years of rich experience in real estate sector and has brilliant expertise in the real estate field. His presence on the Board will lead to better management of the affairs of the company.
Relationships between Directors inter-se	NA
No. of shares held in the Company	NA
List of companies in which Directorship held as on 31.03.2019 including subsidiaries of public company (excluding foreign, private and Section 8 companies)	Virasat Buildtech Private Limited
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2019	NA

<b>Name of the Director</b>	<b>Mr. Nishant Goyal</b>
Date of Birth	17/03/1992
Director Identification Number (DIN)	07647389
Original Date of Appointment	25/10/2019
Expertise in specific functional areas and Qualifications	Mr. Nishant Goyal aged 27 years, has completed his B. Com (Commerce) from Delhi University and is also member of Institute of Company Secretaries of India. Mr. Nishant has approx. 3 years of rich experience in corporate laws and has brilliant expertise in the corporate laws and Intellectual Property Rights. His presence on the Board is required for the purpose of Composition of Board of the Company.
Relationships between Directors inter-se	NA
No. of shares held in the Company	NA
List of companies in which Directorship held as on 31.03.2019 including subsidiaries of public company (excluding foreign, private and Section 8 companies)	NA
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2019	NA

Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered

Route Map to the venue of the Annual General Meeting



## CHD DEVELOPERS LIMITED

Regd. Office: 201, Radha Chambers, Plot No. 19-20, G Block Community Centre, Vikaspuri, New Delhi 110018

CIN – L74899DL1990PLC041188

TWENTY NINTH ANNUAL GENERAL MEETING ON SATURDAY, 07<sup>TH</sup> March, 2020

### PROXY FORM

Name of the Member(s): .....
Registered address: .....
.....
E-mail ID: .....
Folio No./Client ID: .....
DPID: .....

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 29<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, 07<sup>th</sup> March, 2020 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
	<b>Ordinary Business:</b>		
1.	Adoption of Audited Financial Statements of the Company including Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Gaurav Mittal (DIN- 00052968, who retires by rotation and being eligible, offers himself for re-appointment		
	<b>Special Business</b>		
3.	To Appoint Statutory Auditors To Fill Casual Vacancy		
4.	Ratification of remuneration of Cost Auditors of the Company for the financial year 2019-20 ending 31st March, 2020.		
5	To Appoint Mr. Varinder Singh as Independent Director		
6	To Appoint Mr. Nishant Goyal as Independent Director		

Signed this..... day of..... 2020

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 Annual General Meeting.
3. Please complete all details including details of members(s) in above box before submission



**CHD DEVELOPERS LIMITED**

**Regd. Office : 201, Radha Chambers, Plot No. 19-20, G Block Community Centre, Vikaspuri,  
New Delhi 110018  
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
1 .....	.....	.....
2 .....	.....	.....

I/We hereby record my/our presence at the 29<sup>th</sup> Annual General Meeting of the Company to be held on Saturday, the 07<sup>th</sup> March, 2020 at 10.00 A.M. at Aadyant School. Plot No. 10-11, Nelson Mandela Road, Vasant Kunj New Delhi – 110070.

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**