



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 Seventh 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 Friday, 29th September, 2017 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, 2017 including the reports of the Board of Directors and Auditors' thereon.
2. To declare dividend on equity shares for the year ended 31st March, 2017.
3. To appoint a Director in place of Mr. Gaurav Mittal (DIN: 00052968), who retires by rotation and being eligible, offers himself for re-appointment.
4. Ratification of 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 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. AMRG & Associates, Chartered Accountants (Registration No. 004453N) as Statutory Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next 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:

5. 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 2017-18, be paid a fees of Rs. 50,000/- (Rupees Fifty Thousand) as remuneration for the cost audit services for the Financial year 2017-18.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are 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."

6. 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 and 152 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, Mrs. Shaaily Goel (DIN- 07791929), who was appointed as an Additional Director (Category-Independent) w.e.f 13th April, 2017 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 13th April, 2017 and shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Rajinder Kumar Mittal, Chairman, and Mr. Gaurav Mittal, Managing Director of the Company, be and are hereby severally 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"

7. 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 and 152 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. Yogesh Kumar Gautam (DIN- 06465426), who was appointed as an Additional Director (Category-Independent) w.e.f. 21st July, 2017 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 21st July, 2017 and shall not be liable to retire by rotation.

"RESOLVED FURTHER THAT Mr. Rajinder Kumar Mittal, Chairman, and Mr. Gaurav Mittal, Managing Director of the Company, be and are hereby severally 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"

8. 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 Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 100/- (Rupees Hundred Only) per such document, over and above reimbursement of actual expenses incurred by the Company, be levied as and by way of fees for sending the document to him in the desired particular mode provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution."

9. To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, consent of the shareholders by way of special resolution be and is hereby accorded to alter the Articles of Association of the Company by deleting the clauses 1(l) & 114 relating to common seal of the company:

1. (l) "Seal" means the Common Seal of the Company.

114. The Directors shall provide for the safe custody of the Seal and the Seal shall not be used except by the authority of

a resolution of the Board or a Committee of the Board and except in the presence of atleast one Director or such other person as the Board may appoint for the purpose and such Director or other person aforesaid shall sign every instrument bearing the Seal of the Company is so affixed in their presence.

"RESOLVED FURTHER THAT Clauses 11, 73 and 107 be and are hereby substituted with the following clauses for making suitable amendments with respect to common seal:

11. The certificate of shares shall specify the name of the person in whose favour the certificate is issued, the shares to which it relates and amount paid up thereon. The provisions of these Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

73. The instrument appointing a proxy shall be in the form as prescribed in the Rules. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his Attorney duly authorized in writing or if such appointer is a Corporation under its common seal, if any or the hands of his Attorney.

107. The Directors may make such agreement as may be thought fit for the management of the Company, affairs abroad, and may for this purpose (without prejudice to the generality of their powers) appoint local bodies, and agents and fix their remuneration, and delegate to them such powers as may be deemed requisite or expedient. Company may empower any person, either generally or in respect of any specified matters, as its agent, to execute documents, agreements, deeds or others similar on its behalf in any place whether within or outside India. All documents, agreements, deeds or others similar instrument signed by such an agent on behalf of the company shall bind the company and shall have the same effect as if it had been executed by the company itself. The Company may also exercise the powers of keeping Foreign Registers.

"RESOLVED FURTHER THAT to bring the Articles of Association in conformity with the provisions of Companies Act, 2013, consent of the shareholders be and is hereby accorded to substitute clause 8 and 92 with the following clauses respectively:

8. The Board shall be entitled to issue, from time to time, subject to the provisions of the Act, any other securities, including share warrants, securities convertible into shares, exchangeable into shares, or carrying a warrant, with or without any attached securities, carrying such terms as to coupon, returns, repayment, servicing, as may be decided by the terms of such issue. Such securities may be issued at premium or discount, or redeemed at premium or discount, as may be determined by the terms of issuance: Provided that the company shall not issue any shares or Securities convertible into shares at a discount.

92. a.)At least two-third of the total no. of Directors,

excluding independent Directors, be persons whose period of office is liable to determination by retirement of Directors by rotation (hereinafter called "the Rotational Directors")

b.) At every annual General Meeting of the company, one third of the rotational directors, or if their no. is not three or multiple of three, then the no. nearest to one-third, shall retire from office.

c.) A retiring director shall be eligible for re-election

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to do such

acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company including filing of the necessary e-forms as may be required by the Registrar of Companies, NCT of Delhi & Haryana to give effect to the above resolution."

By order of the Board of Directors
For CHD Developers Limited

Place: New Delhi
Date: 14th August, 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. 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. 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) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
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.

The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, 22nd

September, 2017 to Friday, 29th September, 2017 (both days inclusive) for the purpose of payment of dividend, if any, approved by the Members, On approval from members will be paid on or after 4th October, 2017 to those Members or their mandates whose names are registered in the Company's Register of Members

(i) those Members whose names appear on the Register of Members of the Company on September 21, 2017;

AND

(ii) those whose names appear as beneficial owners as at the close of business on September 21, 2017, as per details to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited."

5. 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
6. Members are requested to bring attendance slip along with their copy of the Annual Report to the venue of the meeting.
7. 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.
8. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such a bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP) Changes intimated to the DP

will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Skyline Financial Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Skyline Financial Services Private Limited..

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.

9. 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. Now 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'), 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 for the Financial year 2010-11 against their names to claim the same before October 31, 2018, after which the company will start taking steps to transfer dividend along with shares held by the members to IEPF without further notice. 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 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 for the financial year 2010-11 onwards for the Company, 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 24, 2016, on the website of the IEPF viz. www.iepf.gov.in and under 'Investors' section on the website of the Company viz. www.chddevelopers.com

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

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

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. 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.
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 27th 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 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, 26th September, 2017 at 9:00 a.m. and ends on Thursday, 28th September, 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 Friday, 22nd September, 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. Friday, 22nd September, 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. Friday, 22nd September, 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 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 scrutinizer 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 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 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. 5

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 2017-18 at a fee of Rs. 50,000/- plus applicable Taxes as remuneration for the cost audit services for the Financial year 2017-18.

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. 6

As per the provisions of Section 149(4) of the Companies Act, 2013, every listed company shall have at least 1/3rd of its total number of directors as independent directors. Based on the recommendation of the Nomination, and Remuneration Committee, the Board of Directors of the Company have appointed Mrs. Shailly Goel as an Additional Director (Category-Independent) w.e.f. 13th April, 2017 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM").

As an Additional Director Mrs. Shailly Goel 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 notice from a member in writing together with the requisite amount of deposit, proposing her candidature for the appointment as Director. The Company has also received a declaration from Mrs. Shailly Goel under Section 149(7) of the Companies Act, 2013 confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Shailly Goel 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,

Mrs. Shailly Goel has brilliant expertise in the field of Company law, Securities law, Intellectual property Rights, FEMA related matters, Accounting, financial services and other legal advisory services - with an experience of more than 9 years, her presence on the Board will lead to better compliance of all laws applicable to the Company which will bring transparency into the system

In the opinion of the Board, Mrs. Shailly Goel fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Shailly Goel is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mrs. Shailly Goel 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.

Mrs. Shailly Goel is interested and concerned in the Resolution mentioned at Item No.6 of the Notice. Other than Mrs. Shailly Goel 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.

Item No. 7

As per the provisions of regulation 19 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and section 178 of Companies Act, 2013, every listed

company shall constitute of atleast three non-executive directors as members of the Nomination and Remuneration Committee, to comply with the provisions the Board of Directors based on the recommendation of the Nomination and Remuneration Committee appointed Mr. Yogesh Kumar Gautam as an Additional Director (Category-Independent) w.e.f. 21st July, 2017 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM")

As an Additional Director, Mr. Yogesh Kumar Gautam 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 notice from a member in writing together with the requisite amount of deposit, proposing his candidature for the appointment as Director. The Company has also received a declaration from Mr. Yogesh Kumar Gautam 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. Yogesh Kumar Gautam is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company,

He has brilliant expertise in the field of Company law, Securities law, Intellectual property Rights, FEMA related matters, Accounting, financial services and other legal advisory services with a rich experience of around 6 years. His presence on the Board will lead to better compliance of all laws applicable to the Company which will bring transparency into the system and before being associated with the Company Mr. Gautam had served on the Board of M/s. Emed.Com Technologies Limited and M/s. Flexicorp Solutions Private Limited;

In the opinion of the Board of Directors, Mr., Yogesh Kumar Gautam fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr, Yogesh Kumar Gautam is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr, Yogesh Kumar Gautam 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.

Mr. Yogesh Kumar Gautam is interested and concerned in the Resolution mentioned at Item No.7 of the Notice. Other than Mr. Yogesh Kumar Gautam no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by

sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further a member may request the delivery of document through any other mode by paying such fees as maybe determined by the members in the Annual General Meeting.

Accordingly, the Board recommends an amount of Rs. 100/- (Rupees Hundred Only) for delivery of any document through a particular mode and also recommends passing of the Special Resolution at Item No. 8 of the accompanying Notice for members approval.

None of the Directors and the Key Managerial Personnel of the Company and their respective relatives are concerned or interested in the passing of the above resolution.

Item No. 9

Pursuant to Companies Amendment Act, 2015 use of Common seal has now become optional for companies. In view of the same and to facilitate administrative and operational convenience for execution of all documents on behalf of the Company it is proposed to alter the existing Articles of Association ("AOA") of the Company by removing the related clauses in AOA and way of making suitable amendments in Clauses 11, 73 and 107 with respect to removal of provision of common seal from AOA.

Further amendments are recommended by the board of the company in the existing Clause 8 and 92 of the Articles of Association to bring more clarity to these articles and also to make the above said clauses of Articles of Association in conformity with the provisions of Companies Act, 2013.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a special resolution. Thus the Board recommends the resolution set forth in Item no. 9 for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item except as members.

By order of the Board of Directors
For CHD Developers Limited

Place: New Delhi
Date: 14th August, 2017

Rajinder Kumar Mittal
(Chairman)

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	Mr. Gaurav Mittal
Date of Birth	11/10/1978
Director Identification Number (DIN)	00052968
Original Date of Appointment	30/05/1997
Expertise in specific functional areas Qualifications	He has more than 19 years' experience in real estate and hospitality sector Mr. Gaurav Mittal holds a Management degree from Bradford University, United Kingdom and has done OPM Program from Harvard Business School, USA.
Relationships between Directors inter-se	Son of Mr. Rajinder Kumar Mittal, Chairman of the Company
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 31.03.2017 (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 31.03.2017	CHD Developers Limited- Stakeholder Relationship Committee (Member)

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

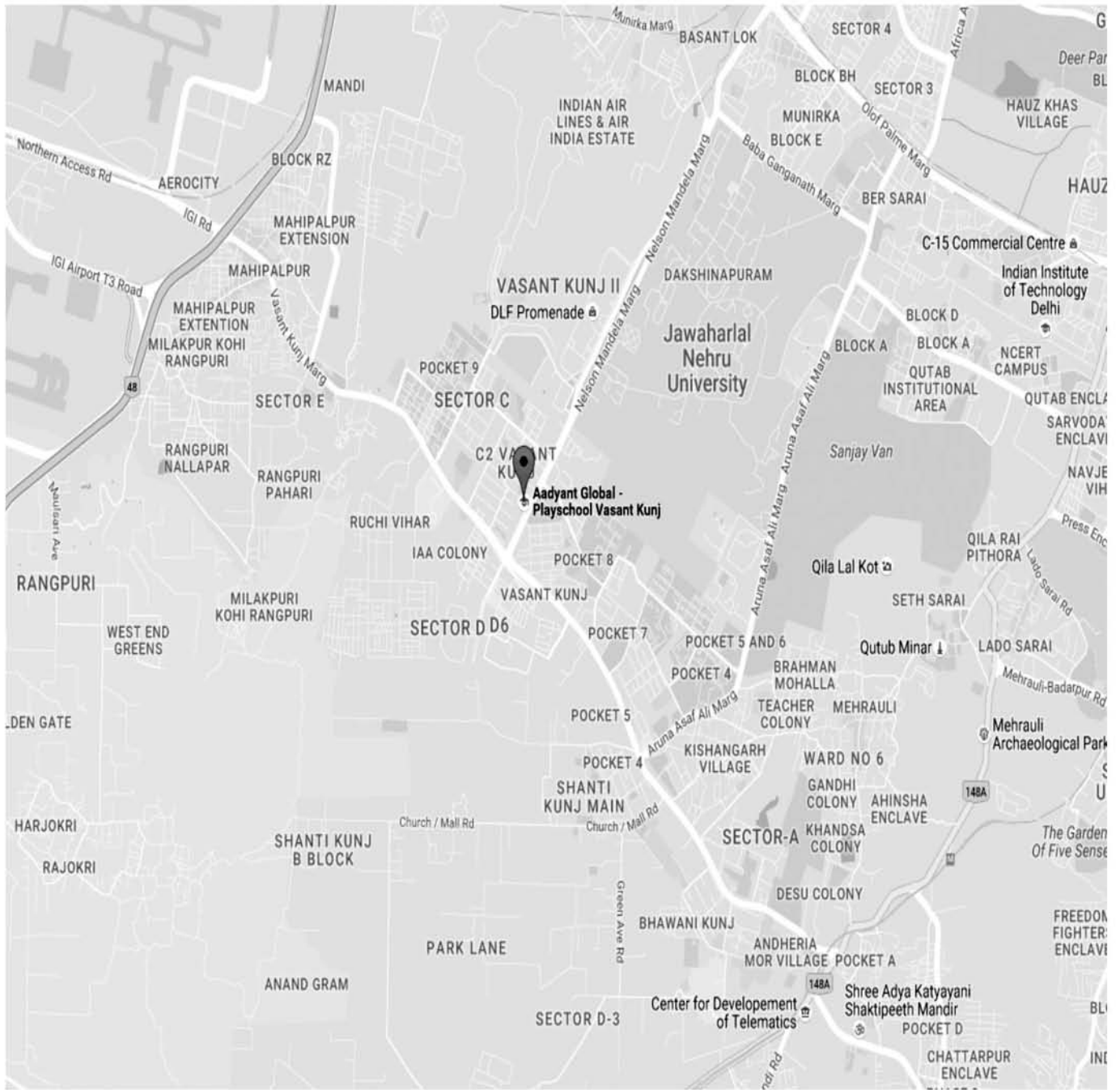
Information about the Appointee(s):-

Name of the Director	Mrs. Shailly Goel
Date of Birth	02/12/1982
Director Identification Number (DIN)	07791929
Original Date of Appointment	13/04/2017
Expertise in specific functional areas	She has brilliant expertise in the field of Company law, Securities law, Intellectual property Rights. FEMA related matters, Accounting, financial services and other legal advisory services - with an experience of more than 9 years
Qualifications	Mrs. Shailly Goel is a commerce graduate from M.D. University and a Member of Institute of Company Secretaries of India since September 2007.
Relationships between Directors inter-se	Not related to any director of the Company
No. of shares held in the Company	NIL
List of companies in which Directorship held as on 31.03.2017 (excluding foreign, private and Section 8 companies)	NIL
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2017	None.

Information about the Appointee(s):-

Name of the Director	Mr. Yogesh Kumar Gautam
Date of Birth	10/04/1988
Director Identification Number (DIN)	06465426
Original Date of Appointment	21/07/2017
Expertise in specific functional areas	He has brilliant expertise in the field of Company law, Securities law, Intellectual property Rights, FEMA related matters, Accounting, financial services and other legal advisory services with a rich experience of around 6 years. His presence on the Board will lead to better compliance of all laws applicable to the Company which will bring transparency into the system.
Qualifications	Mr. Yogesh Kumar Gautam is a commerce graduate from Chaudhary Charan Singh University and a Member of Institute of Company Secretaries of India
Relationships between Directors inter-se	Not related to any director of the Company
No. of shares held in the Company	NIL
List of companies in which Directorship held as on 31.03.2017 (excluding foreign, private and Section 8 companies)	NIL
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2017	None.

Route Map to the venue of the Annual General Meeting





CHD DEVELOPERS LIMITED

CIN – L74899DL1990PLC041188

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

PROXY FORM

TWENTY SEVENTH ANNUAL GENERAL MEETING ON FRIDAY, 29TH SEPTEMBER, 2017

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 27th Annual General Meeting of the company, to be held on Friday, 29th September, 2017 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, 2017 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		
3.	Ratifying the Appointment of Statutory Auditors and fixing their remuneration.		
4.	Declaration of Final Dividend @ 5% (Rs. 0.10 per equity share having face value of Rs. 2/- each.)		
Special Business			
5.	Ratification of remuneration of Cost Auditors of the Company for the financial year 2017-18 ending 31st March, 2018.		
6.	Appointment of Mrs. Shailly Goel as an Independent Director.		
7.	Appointment of Mr. Yogesh Kumar Gautam as an Independent Director		
8.	Service of Documents as per the provisions of section 20 of Companies Act, 2013		
9.	Alteration of Articles of Association		

Signed this day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
revenue
stamp of
₹ 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

CIN – L74899DL1990PLC041188

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

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 27th Annual General Meeting of the Company to be held on Friday, the 29th September, 2017 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

