

NOTICE

Notice is hereby given that the Twenty Eighth 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, 29th September, 2018 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, 2018 including the reports of the Board of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. Rajinder Kumar Mittal (DIN: 00015146), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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, Mrs. Shalu Varshney (DIN- 08088536), who was appointed as an Additional Director (Category-Independent) w.e.f. 11th April, 2018 in terms of Sections 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom recommendation has been received from Nomination and Remuneration Committee and received a notice in writing from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 11th April, 2018 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"

4. 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. Sunil Kumar Sachdeva (DIN- 00399472), who was appointed as an Additional Director (Category-Independent) w.e.f. 25th October, 2017 in terms of Sections 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom recommendation has been received

from Nomination and Remuneration Committee and received a notice in writing from a member proposing his candidature for the office of Independent Director, 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, 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"

5. To consider and approve the payment of remuneration to Mr. Gaurav Mittal, Managing Director of the Company for a further period of 2 (Two) years w.e.f. 2nd February, 2019 of his present tenure.

To consider and if thought fit, pass the following resolution with or without modification as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders by way of special resolution be and is hereby accorded for the payment of maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Gaurav Mittal, Managing Director of the Company for a further period of 2(Two) years of his tenure w.e.f. 2nd February, 2019 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement which forms part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

"RESOLVED FURTHER THAT the following remuneration as set out herein below, shall be payable to Mr. Gaurav Mittal, Managing Director for a period of 2 (Two) years w.e.f. 2nd February, 2019:

- I. Salary including perquisites of ₹ 7,00,000 per month (Rupees Seven Lacs) as may be determined by the Board of Directors of the Company from time to time.

II. Perquisites

Category A

- a. Unfurnished accommodation. In the event, no accommodation is provided by the company, the Whole Time Director may be paid House Rent Allowance.
- b. Medical reimbursement of expenses actually incurred on self and family.



- c. Leave Travel Concession for self and family in a year in accordance with company rules.
- d. Provision of company maintained car with driver for official purpose.
- e. Provision of Telephone at Residence (Personal long distance calls on telephone shall be billed by the Company).

Category B

Following perquisites shall not be considered or included in the aforesaid salary:—

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to give effect to this resolution including filing and verifying the documents, affidavits and to take necessary steps to give effect to the aforesaid resolutions".

6. To consider and approve the payment of remuneration to Mr. Rajinder Kumar Mittal, Whole Time Director of the Company for a further period of 2 (Two) years w.e.f. 2nd February, 2019 of his present tenure.

To consider and if thought fit, pass the following resolution with or without modification as Special Resolution:

"RESOLVED THAT pursuant to the provisions under Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders by way of special resolution be and is hereby accorded for the payment of maximum permissible remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government to Mr. Rajinder Kumar Mittal, Whole Time Director of the Company for a further period of 2(Two) years of his tenure w.e.f. 2nd February, 2019 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement which forms part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V to the Companies Act, 2013 in case of no profits/inadequate profits.

"RESOLVED FURTHER THAT following remuneration as set out herein below, shall be payable to Mr. Rajinder Kumar Mittal, Whole Time Director for a period of 2(Two) years w.e.f. 2nd February, 2019:

- I. Salary including perquisites of ₹ 10,00,000 per month (Rupees Ten Lacs) as may be determined by the Board of Directors of the Company from time to time.

II. Perquisites

Category A

- a. Unfurnished accommodation. In the event, no accommodation is provided by the company, the Whole Time Director may be paid House Rent allowance.
- b. Medical reimbursement of expenses actually incurred on self and family.
- c. Leave Travel concession for self and family in a year in accordance with company rules.
- d. Provision of company maintained car with driver for official purpose.
- e. Provision of Telephone at Residence (Personal long distance calls on telephone shall be billed by the Company).

Category B

Following perquisites shall not be considered or included in the aforesaid salary:—

- (a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 (43 of 1961);
- (b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- (c) encashment of leave at the end of the tenure.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take necessary steps for giving effect to the aforesaid resolution.

7. To ratify the remuneration payable to the Cost Auditors for the Financial Year 2018-19 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 2018-19, be paid a fees of ₹ 50,000/- (Rupees Fifty Thousand) as remuneration for the cost audit services for the Financial year 2018-19.

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

By order of the Board of Directors
For CHD Developers Limited

Place: New Delhi
Date: 14th August, 2018

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.18. 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 Sunday, 23rd September, 2018 to Saturday, 29th September, 2018 (both days inclusive).
6. Members holding shares in electronic form are requested to notify change in their address to their Depository participants with whom they are maintaining their Demat Accounts and members holding physical shares are requested to notify any changes in their address etc. quoting their folio no.(s) to the Registrar & Share Transfer Agents at the following address, at the earliest to avoid inconvenience at a later stage :

Skyline Financial Services Private Limited
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110 020, Ph: 011-26812682
7. Members are requested to bring attendance slip along with their copy of the Annual Report to the venue of the meeting.
8. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. The Securities and Exchange Board of India (SEBI) has mandated

the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agent.

10. 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. 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 29, 2017, 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:



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. The Members of the Company had approved the appointment of M/s AMRG and Associates, Chartered Accountants, as the Statutory Auditors at the Twenty Sixth AGM of the Company which is valid till Thirty First AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, and enforcement of relevant provisions on 7th May, 2018 by Ministry of Corporate Affairs, the requirement of ratification of appointment of Statutory Auditors by members at every Annual General Meeting is no longer required.

18. 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 28th 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

Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- 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 sent along with the copy of 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)

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.

- 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 Wednesday, 26th September, 2018 at 9:00 a.m. and ends on Friday, 28th September, 2018 at 5:00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Saturday, 22nd September, 2018, may cast their vote electronically. At the end of Remote e-voting period, the e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

(B) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Saturday, 22nd September, 2018 may follow the same instructions as mentioned above for e-Voting.

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

(D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 22nd September, 2018.

(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 investoservices@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

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 and to comply with the requirement of optimum number of Non-Executive Directors (Independent) as may be required for the proper constitution of Committees of Board. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mrs. Shalu Varshney as an Additional Director (Category-Independent) w.e.f. 11th April, 2018 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 Mrs. Shalu Varshney 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 Mrs. Shalu Varshney 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. Shalu Varshney 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. Shalu Varshney aged 40 years, has a 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 approximately 15 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. Shalu Varshney fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations. Mrs. Shalu Varshney is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mrs. Shalu Varshney 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 Mrs. Shalu Varshney was appointed after the financial year on 11.04.2018, therefore she was not eligible to attend any meetings of the Board of Directors of the Company.

Mrs. Shalu Varshney is interested and concerned in the Resolution mentioned at Item No.3 of the Notice. Other than Mrs. Shalu Varshney no other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No.3 of the Notice.

Item No. 4

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 and to comply with the requirement of optimum number of Non-Executive Directors (Independent) as may be required for the proper constitution

of Committees of Board. Based on the recommendation of the Nomination, and Remuneration Committee, the Board of Directors of the Company appointed Mr. Sunil Kumar Sachdeva as an Additional Director (Category-Independent) w.e.f. 25th October, 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. Sunil Kumar Sachdeva 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. Sunil Kumar Sachdeva 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. Sunil Kumar Sachdeva 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.

Mr. Sunil Kumar Sachdeva aged 60 years, is a Member of Institute of Chartered Accountants of India with a professional experience of approx. 33 years and has been a Visiting/Guest faculty to various reputed Management Institutes/Universities. He has brilliant expertise in the Field Accounts, Finance and Capital Markets.

In the opinion of the Board of Directors, Mr. Sunil Kumar Sachdeva fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Sunil Kumar Sachdeva is independent of the management and possesses appropriate skills, experience and knowledge. Details of Mr. Sunil Kumar Sachdeva 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. Sunil Kumar Sachdeva attended 9 meetings out of 16 Board meetings held by the company during the financial year 2017-18.

Mr. Sunil Kumar Sachdeva is interested and concerned in the Resolution mentioned at Item No.5 of the Notice. Other than Mr. Sunil Kumar Sachdeva 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. 5

Mr. Gaurav Mittal was re-appointed as the Managing Director of the Company for a period of 5 (Five) years w.e.f. 2nd February, 2016 in the Annual General Meeting held on 29th September, 2015 along with a remuneration for a period of 3(Three) years w.e.f. 2nd February, 2016 and the same was approved by the shareholders in the Annual General Meeting held on 29th September, 2015. Mr. Gaurav Mittal has been drawing remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval in the Annual General Meeting held on 29th September, 2015.

Further, the Board of Directors of the Company in its meeting held on 14th August, 2018 decided and approved the payment of remuneration to Mr. Gaurav Mittal, Managing Director for the



remaining period of 2(Two) years of his tenure w.e.f. 2nd February, 2019 on the recommendation of Nomination and Remuneration Committee in its meeting held on 14th August, 2018 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013

Therefore, the Board of Directors find it appropriate and in the best interest of the Company to get the shareholders approval for the payment of remuneration to Mr. Gaurav Mittal, Managing Director, for the further period of 2(Two) years of his tenure w.e.f. 2nd February, 2019 by way of Special Resolution to the terms, conditions and stipulations there to including the remuneration payable to him.

Brief Resume/Background of Mr. Gaurav Mittal

Mr. Gaurav Mittal aged 39 years, S/o Mr. R. K. Mittal, R/o Plot No. 10-11, Nelson Mandela Road, Vasant Kunj, New Delhi-110070, is a Director of the Company since 30/05/1997, in one position or another. Currently Mr. Gaurav Mittal is serving as the Managing Director of the Company. Mr. Gaurav Mittal holds a Management degree from Bradford University, United Kingdom and has done OPM Program from Harvard Business School, USA and face of youth at CHD. Inspired by what his father had achieved, he developed a fascination with realty world. He joined the Company in the year 1997

as a member of Board of Directors and since then he is associated with the Company as Promoter Director in one position or another. Mr. Mittal leads the Company as Managing Director, and is the key brain behind company's transition from being a Real Estate Player to Brand known for Innovation, Customer Centricity and transparency. Mr. Mittal has played a key role in expansion of company's business over last 21 years.

Mr. Gaurav Mittal has more than 21 years' experience in field of real estate and hospitality sector and holds 1,23,77,200 (9.63%) equity shares of the Company & 30,00,000 warrants convertible in to equal number of equity shares.

None of the director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution, except Mr. Gaurav Mittal, being the appointee and Mr. Rajinder Kumar Mittal, being his relative. Mr. Gaurav Mittal, Mr. Rajinder Kumar Mittal and their relatives may be deemed to be concerned or interested in the resolution financially or otherwise and to the extent of their shareholding in the Company, if any.

Apart from CHD Developers Limited, Mr. Gaurav Mittal is also serving as Director in 13 other Companies as mentioned below.

Name of Company	Date of Appointment
Capital Institute Of Competition Training Private Limited	29/01/2004
Aadyant Education Private Limited	26/06/2008
CHD Facility Management Private Limited	19/10/2007
CHD Blueberry Realtech Private Limited	19/02/2010
CHD Elite Realtech Private Limited	19/02/2010
CHD Infra Projects Private Limited	19/02/2010
Divine Townships Private Limited	24/05/2006
CHD Skyone Developers Private Limited	30/11/2012
Armaan Global Private Limited	05/11/2012
CHD Energy Private Limited	18/11/2011
Golden Infracon Private Limited	30/05/2006
Delight Spirits Private Limited	15/03/2013
CHD Agro Products Private Limited	26/03/2010

Committee membership as on date of Notice:

- Stakeholder Relationship Committee
- Corporate Social Responsibility Committee

Mr. Gaurav Mittal was present in all the Sixteen (16) Board Meetings held during the financial year.

Disclosure under Section II of Part II of the Companies Act, 2013 is annexed to this notice as **Annexure 'A'**.

Item No.6

Mr. Rajinder Kumar Mittal was re-appointed as the Whole Time Director of the Company for a period of 5 (Five) years w.e.f. 2nd February, 2016 in the Annual General Meeting held on 29th September, 2015 along with a remuneration for a period of 3(Three) years w.e.f. 2nd February, 2016 and the same was approved by the shareholders in the Annual General Meeting held on 29th September,

2015. Mr. Rajinder Kumar Mittal has been drawing remuneration as per Section II of Part II of Schedule V of the Companies Act, 2013 in reference to the shareholder's approval in the Annual General Meeting held on 29th September, 2015.

Further, the Board of Directors of the Company in its meeting held on 14th August, 2018 approved the payment of remuneration to Mr. Rajinder Kumar Mittal, Whole Time Director for the remaining period of 2(Two) years of his tenure w.e.f. 2nd February, 2019 on the recommendation of Nomination and Remuneration Committee in its meeting held on 14th August, 2018 in terms of Section 197, 198, Schedule V and any other applicable provisions of the Companies Act, 2013

Therefore, the Board of Directors find it appropriate and in the best interest of the Company to get the shareholders approval for the payment of remuneration to Mr. Rajinder Kumar Mittal, Whole Time Director, for the further period of 2(Two) years of his tenure w.e.f. 2nd February, 2019 by way of Special Resolution to the terms, conditions

and stipulations there to including the remuneration payable to him.

Brief Resume/background of Mr. Rajinder Kumar Mittal

Mr. Rajinder Kumar Mittal aged 64 years, S/o Mr. M. L. Mittal, R/o Plot No. 10- 11, Nelson Mandela Road, Vasant Kunj, New Delhi-110070, is a Director of the Company since incorporation, in one position or another. Currently he is serving as Whole Time Director of the Company and also acts as Chairman of the Company. Mr. Rajinder Kumar Mittal is a Law Graduate and was born in a reputed family of legal experts of Bhathinda, Punjab, in 1953.

After pursuing the legal profession for a few years, he realized his calling lay elsewhere. In the year 1978, he started the business of construction as a Contractor. He moved to New Delhi to transform his dreams to reality. In 1990 he promoted CHD Developers Limited and since then he is associated with the Company as Promoter Director. Mr. Mittal has expertise in real estate and facility management business.

Mr. Rajinder Kumar Mittal has more than 37 years of experience in the field of real estate, construction and hospitality sector and holds 2,15,83,550 (16.78%) shares and 30,00,000 warrants convertible in to equity shares of the Company.

None of the director or Key Managerial Personnel of the Company or their relatives is concerned or interested in the resolution, except Mr. Rajinder Kumar Mittal, being the appointee and Mr. Gaurav Mittal, being his relative. Mr. Rajinder Kumar Mittal, Mr. Gaurav Mittal and their relatives may be deemed to be concerned or interested in the resolution financially or otherwise and to the extent of their shareholding in the Company, if any.

Apart from CHD Developers Limited, Mr. Rajinder Kumar Mittal is also serving as Director in 12 other Companies as mentioned below:-

Name of Company	Date of Appointment
CHD Agro Products Private Limited	26/03/2010
Delight Spirits Private Limited	15/03/2013
Golden Infracon Private Limited	28/06/2008
CHD Energy Private Limited	18/11/2011
Armaan Global Private Limited	05/11/2012
CHD Skyone Developers Private Limited	30/11/2012
Divine Townships Private Limited	28/06/2008
CHD Infra Projects Private Limited	19/02/2010
CHD Elite Realtech Private Limited	19/02/2010
CHD Blueberry Realtech Private Limited	19/02/2010
Aadyant Education Private Limited	28/09/2007
Capital Institute Of Competition training Private Limited	26/06/2008

Committee Membership as on the date of Notice:

- Stakeholder Relation Committee
- Corporate Social Responsibility Committee

Mr. Rajinder Kumar Mittal was present in all the Sixteen (16) Board Meetings held during the financial year.

Disclosure under Section II of Part II of the Companies Act, 2013 is annexed to this notice as Annexure 'A'.

Item No. 7

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 2018-19 at a fee of ₹ 50,000/- plus applicable Taxes as remuneration for the cost audit services for the Financial year 2018-19

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

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

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

Place: New Delhi
Date: 14th August, 2018

Rajinder Kumar Mittal
(Chairman)



Annexure 'A'

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 Lacs)

Particulars	31.03.2018	31.03.2017
Total Revenue	13251.04	13144.29
Depreciation	199.27	216.84
Finance cost	963	973.57
Total expenses	13167.19	12346.76
Net Profit before Tax	83.85	797.54
Tax expenditure	(12.55)	269.86
Net Profit after Tax	96.40	527.68

Information about the Appointee(s):-

Particulars	Mr. Gaurav Mittal	Mr. Rajinder Kumar Mittal
Background details	Given in Explanatory Statement	Given in Explanatory Statement
Past Remuneration (FY 2017-18)	During the financial year ended March 31, 2018, a sum of ₹ 48,79,600 was paid as total remuneration	During the financial year ended March 31, 2018, a sum of ₹ 85,39,600 was paid as total remuneration
Recognition & Awards	Young Achievers Award by Realty Plus	Trialblazers, The Times Group
Job Profile & Suitability	Given in Explanatory Statement	Given in Explanatory Statement
Remuneration Proposed	As mentioned in the resolution	As mentioned in the resolution
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 with 30,00,000 warrants convertible into equal number of equity shares, he does not have any pecuniary interest with the Company. He is related to Mr. Rajinder Kumar Mittal, Whole Time Director of the Company.	Apart from receiving managerial remuneration and holding 2,15,83,550 equity shares along with 30,00,000 warrants convertible into equal number of equity shares, he does not have any pecuniary interest with the Company. He is related to Mr. Gaurav Mittal, Managing Director of the Company.

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 2018 with more transparency and greater consolidation. Though 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. Rajinder Kumar Mittal and Mr. Gaurav Mittal, the remuneration proposed to be paid to them are 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, 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), however, these are unlikely to have any adverse impact over timeframe of the projects.

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. 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 pro-active 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 in Union Budget 2018-19 as the affordable housing initiative is aimed at homes with a value of approximately INR 20 lakh. 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 provision of INR 1,000 cr. Additionally, the extension of tenure for loans under the CLSS of PMAY was increased from 15 to 20 years. 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 delivery and undertakes constant measures to improve. However, it is extremely difficult in the present scenario to predict profits in measurable terms

Disclosures:

1. The remuneration package of all the Managerial Persons are given in the respective resolutions.
2. Additional information is given in Corporate Governance report.

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	Mr. Rajinder Kumar Mittal
Date of Birth	27.11.1953
Director Identification Number (DIN)	00015146
Original Date of Appointment	17/08/1990
Expertise in specific functional areas	Mr. Mittal has more than 37 years of expertise in real estate, construction and hospitality sector
Qualifications	Law Graduate
Relationships between Directors inter-se	Father of Mr. Gaurav Mittal, Managing Director of the Company.
No. of shares held in the Company	Mr. Rajinder Kumar Mittal holds 2,15,83,550 equity shares of the Company and 30,00,000 warrants convertible into equal number of equity shares..
List of companies in which Directorship held as on 31.03.2018 including subsidiaries of public company (excluding foreign, private and Section 8 companies)	CHD Developers Limited Delight Spirits Private Limited Golden Infracon Private Limited CHD Infra Projects Private Limited CHD Elite Realtech Private Limited CHD Blueberry Realtech Private Limited
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2018	CHD Developers Limited- Stakeholder Relationship Committee (Member) Corporate Social Responsibility Committee (Chairman)

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

Information about the Appointee(s):-

Name of the Director	Mrs. Shalu Varshney
Date of Birth	27/02/1978
Director Identification Number (DIN)	08088536
Original Date of Appointment	11/04/2018
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 15 years
Qualifications	Mrs. Shalu Varshney is a commerce graduate from Delhi 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 including subsidiary of public company (excluding foreign, private and Section 8 companies)	CHD Developers Limited
Chairman/ Member of the Mandatory Committees of the Board of the companies on which she is a Director as on 31.03.2018	CHD Developers Limited- • Audit Committee (Member) • Nomination & Remuneration Committee (Member)

Information about the Appointee(s):-

Name of the Director	Mr. Sunil Kumar Sachdeva
Date of Birth	11/01/1958
Director Identification Number (DIN)	00399472
Original Date of Appointment	25/10/2017
Expertise in specific functional areas	Mr. Sachdeva has more than 33 years of experience and an expert of Accounts, Finance and Capital Market
Qualifications	Post Graduate from Meerut University and Member of Institute of Chartered Accountants of India
Relationships between Directors inter-se	Not related to any director of the Company
No. of shares held in the Company	10,000 Equity Shares
List of companies in which Directorship held as on 31.03.2018 including subsidiary of public company (excluding foreign, private and Section 8 companies)	CHD Developers Limited
Chairman/ Member of the Mandatory Committees of the Board of the companies on which he is a Director as on 31.03.2018	CHD Developers Limited- <ul style="list-style-type: none">• Audit Committee (Chairman)• Nomination & Remuneration Committee (Member)

Route Map to the venue of the Annual General Meeting



CHD DEVELOPERS LIMITED

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

TWENTY EIGHTH ANNUAL GENERAL MEETING ON SATURDAY, 29TH SEPTEMBER, 2018

PROXY FORM

Name of the Member(s):
Registered address:

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

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

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the company, to be held on Saturday, 29th September, 2018 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, 2018 together with the Reports of the Board of Directors and Auditors thereon		
2.	Re-appointment of Mr. Rajinder Kumar Mittal (DIN-00015146, who retires by rotation and being eligible, offers himself for re-appointment		
	Special Business		
3	Appointment of Mrs. Shalu Varshney as Independent Director.		
4.	Appointment of Mr. Sunil Kumar Sachdeva as Independent Director		
5.	Payment of remuneration to Mr. Gaurav Mittal, Managing Director of the Company for a further period of 2 (Two) years w.e.f. 2nd February, 2019 of his present tenure		
6.	Payment of remuneration to Mr. Rajinder Kumar Mittal, Whole Time Director of the Company for a further period of 2 (Two) years w.e.f. 2nd February, 2019 of his present tenure		
7.	Ratification of remuneration of Cost Auditors of the Company for the financial year 2018-19 ending 31st March, 2019.		

Signed this.....day of.....2018
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

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

ATTENDANCE SLIP

DP ID* Folio. No

Client ID* No. of Shares held

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

Name(s) in full	Father/husband's Name	Address as Registered with the Company
1.....
2.....

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company to be held on Saturday, the 29th September, 2018 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