Sachin Kumar

CHD Developers Ltd.
SF-16-17, 1st Floor, Madame Bhikaji Cama Bhawan, 11 Bhikaji Cama Place, New Delhi - 110066
Phone : +91 - 11 - 40100100, Fax : +91 - 11 - 40100190, Website : www.chddevelopers.com
CIN: - L74899DL1990PLC041188

CHD DEVELOPERS LIMITED

CIN: L74899DL1990PLC041188, Registered Office: SF-16-17, 1st Floor, Madame Bhikaji Cama Bhawan, 11 BhikajiCama Place, New Delhi, 110066, Ph:011-40100100, Fax: 011-40100190, Website : www.chddevelopers.com; e-mail:investorservices@chddevelopers.com

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of the members of CHD Developers Limited (CIN No. L74899DL1990PLC041188) will be held at Aadyant School, Plot No. 10-11, Nelson Mandela Road, Vasant Kunj, New Delhi-110070 on Monday on 19th day of February, 2018 at 04.00 P.M to transact the following business:

SPECIAL BUSINESSES:

ITEM NO. 1 INCREASE IN AUTHORIZED SHARE CAPITAL

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

RESOLVED THAT pursuant to the provisions of Section 61and other applicable provisions of the Companies Act, 2013(including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) and the provision of Memorandum and Articles of Association of the Company and the Equity Listing Agreement entered into with the Stock Exchanges by the Company subject to such other approvals, consent, permissions and sanction if any, as may be required from the concerned Stock Exchanges or any other Authority under any other Law for the time being in force, the authorized share capital of the Company be and is hereby increased from existing Rs.23,50,00,000/- (Rupees Twenty Three Crore Fifty Lacs Only) divided into 11,75,00,000 (Eleven Crores Seventy Five Lacs Only) Equity Shares of Rs. 2/- (Rupees Two only) each to Rs. 35,50,00,000/- (Rupees Thirty Five Crore and Fifty Lakhs only) divided into 17,75,00,000 (Seventeen Crore Seventy five lakhs) Equity share of Rs. 2/- each (Rupees Two only) by creation of additional 6,00,00,000 (Six Crore) Equity Shares of Rs. 2/- each ranking pari- passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Section 13 and other applicable provisions, if any, of the Act, the existing Clause V of the Memorandum of Association of the Company be and is hereby replaced by the following Clause:

V. The Authorised Share Capital of the Company is Rs. 35,50,00,000 (Rupees Thirty Five Crore and Fifty Lakhs only) divided into 17,75,00,000 (Seventeen Crore Seventy five lakh) Equity share of Rs. 2/- each (Rupees Two only). The Company shall have power to increase or decrease the Authorised Share Capital.

RESOLVED FURTHER THAT Mr. Rajinder Kumar Mittal, Whole time Director of the Company, Mr. Gaurav Mittal, Managing Director of the Company and Mr. Sachin Kumar, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or desirable for giving effect to this resolution.

ITEM NO. 2 ISSUANCE OF 4,50,00,000 FULLY CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE PERSONS BELONGING TO PROMOTER & NON-PROMOTER CATEGORY

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

F FE! I B !pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014 and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the Listing Agreement entered into by the Company with the Stock Exchange(s) where the shar * * . and in accordance
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* . 422 * EBI ICDR
. * . 4237.
(Substantial Acquisitions and Takeovers) Regulations, 2011 and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed by the Board of Directors of the * be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to offer, issue and allot upto 4,50,00,000(Four Crores Fifty Lakhs) ***Fully Convertible Warrants ("Warrants")*** to be convertible at an option of Warrant holders in one or more tranches, within 18 (eighteen) months from its allotment date into equivalent number of fully paid up Equity Shares of face value of Rs.2/- (Rupees Two only) each for cash **at an issue price of Rs.14.52/-(Rupees Fourteen and Fifty Two Paisa Only) per warrant** or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to the Promoter and Non - Promoter Category***** **Proposed Warrant Allottees** , in the manner as follows:

Sr. No	Name of Allottee	Category	No. of Warrants
1	Mr. Rajinder Kumar Mittal	Promoter	3,000,000
2	Mrs. Ruchie Mittal	Promoter Group	3,000,000
3	Mr. Gaurav Mittal	Promoter	3,000,000
4	Mrs. Radha Mittal	Promoter Group	3,000,000
5	RK Mittal HUF	Promoter Group	3,000,000
6	Mr. Ashish Rameshchandra Kacholia	Non-Promoter	7,250,000
7	M/s. Bengal Finance & Investment Pvt. Ltd	Non-Promoter	7,250,000
8	Mrs. MalvikaPoddar	Non-Promoter	500,000
9	Mr. Sachin Kasera	Non-Promoter	3,750,000
10	Mr. Nisarg Vakharia	Non-Promoter	3,750,000
11	Mrs. Barkha Agarwal	Non-Promoter	3,500,000

12	Mr. KunalKhaneja	Non-Promoter	3,500,000
13	Mr. Chaitanya Aggarwal	Non-Promoter	500,000
	Total		**45,000,000**

RESOLVED FURTHER THAT the Relevant Date, as per the SEBI (ICDR) Regulations, as amended up to date, for the determination of issue price of Warrants is Friday, January19, 2018**.**

RESOLVED FURTHER THAT aforesaid issue of Warrants shall be subject to the following terms and conditions:

(a) Each Warrant held by the Proposed Warrant Allottees * . **Warrant Holder** of them to apply for and obtain allotment of one Equity Share at any time after the date of allotment but on or before the e 3 * * **Warrant Exercise Period** 0

(b) The Proposed Warrant Allottees shall, on the date of allotment of Warrants, pay an amount equivalent to at least 25% of the Warrant Issue Price fixed per Warrant in terms of the SEBI ICDR Regulations which will be kept by the Company to be adjusted and appropriated against the Warrant Issue Price of the Equity Shares. The balance 75% of the Warrant Issue Price shall be payable by the Warrant Holder at the time of exercising the Warrants.

(c) Warrants, being allotted to the Proposed Warrant Allottees and the Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in for such period as may be prescribed under SEBI ICDR Regulations.

(d) Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(e) Warrants shall be issued and allotted by the Company only in dematerialized form.

(f) The consideration for allotment of Warrants and/or Equity Shares arising out of exercise of such Warrants shall be paid to the Company from the bank account of the respective Proposed Warrant Allottees.

(g) In the event the Warrant Holder(s) do not exercise Warrants within the Warrant Exercise Period, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(h) The issue of Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(i) The Warrants by itself until converted into Equity Shares, donot give to the Warrant Holder(s) any voting rights in the Company in respect of such Warrants.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted upon conversion of Equity Warrants shall rank *pari-passu*in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 2/- (Rupees Two only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Rajinder Kumar Mittal, Whole time Director of the Company, Mr. Gaurav Mittal, Managing Director of the Company and Mr. Sachin Kumar, Company Secretary of the Company or any committee of Directors authorized in this behalf be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Equity Warrants, application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions

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ITEM NO. 3 ISSUANCE OF 1,50,00,000 EQUITY SHARES ON PREFERENTIAL BASISTO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY

To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

F FE! I B ! pursuant to the provisions of Sections 42, 62(1)(c) and all other applicable

. . . 4235 * **Companies Act**

with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, provisions of the uniform listing agreement entered into by the Company with the relevant stock exchange(s) * **Stock Exchange(s)** .

the guidelines, rules and * **SEBI** .

including the SEBI (Issue of Capital And Disclosure Requirements) Regulations, 2009, as amended * **SEBI ICDR Regulations** . *) Regulations, 2015, as amended, the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Government of India and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India, Reserve Bank of India, SEBI, Stock Exchange(s) and any other relevant statutory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which * **Board**

terms shall be deemed to include any committee duly constituted by the Board or any committee, which the Board may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, on a preferential basis, upto 1,50,00,000 (One Crore Fifty Lakhs) fully paid up Equity Shares of face value of Rs.2/- (Rupees Two only) each for cash **at an issue price of Rs.14.52/- (Rupees Fourteen and Fifty Two Paisa Only) per Equity Share** or such other price as may be determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations on such further terms and conditions as may be finalized by the Board of Directors, to the person belonging to Non - * **Proposed Equity Allottees** , in the manner as follows:

Sr. No	Name of Allottees	No. of Equity Shares
1	Mr. Ashish Rameshchandra Kacholia	7,250,000
2	M/s. Bengal Finance & Investment Pvt. Ltd	7,250,000
3	Mrs. MalvikaPoddar	500,000
	Total	**15,000,000**

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI ICDR Regulations for the determination of issue price of Equity Shares is Friday, January 19, 2018.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(a) The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Equity Allottees, on or prior to the date of allotment thereof.

(b) The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Equity Allottees from their respective bank accounts.

(c) The pre-preferential shareholding of the Proposed Equity Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock in for such period as may be prescribed under Chapter VII of the SEBI ICDR Regulations.

(d) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

(f) Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Equity Allottees through private placement offer letter (in the format of Form PAS-4) immediately after passing of this resolution.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank *pari- passu* in all respects including as to dividend, with the existing fully paid up Equity Shares of face value of Rs. 2/- (Indian Rupees Two only) each of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee(s) of the Board and the Company Secretary be and are hereby authorized severally to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that

may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the preferential issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions

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By Order of the Board of Directors
For CHD Developers Limited

Place: Delhi
Date: 25.01.2018

Rajinder Kumar Mittal
(Chairman)

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

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

   Proxy holder shall carry his/her valid identity proof (Driving License, Voter ID Card, Passport, PAN card) in order to prove his/her identity.
2. For the convenience of Members, an Attendance Slip is annexed to the Proxy form. Members are requested to affix their signature as registered with the Company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to evoting are given in this Notice under Note No. 11.
4. A route map giving directions to reach the venue of the Extra Ordinary General Meeting is given at the end of the Notice.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. Members/Proxy are requested to bring their attendance slip to the Meeting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.

320 not registered their e-mail addresses so far are requested to register their e- 1
their Depository Participants, in respect of shares held in physical/ electronic mode respectively.

11. **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, read with the Companies (Management and Administration) Amendment Rules, 2015 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Extraordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The members shall refer to the detailed procedures on e-voting explained herewith.

II. The facility for voting through ballot paper shall also be made available at the EGM and Members attending the meeting who have not cast their vote by remote evoting shall be able to exercise their right at the meeting through ballot paper.

III. The Members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

IV. Procedure to cast vote electronically is as under:

(I) The shareholders should log on to the e-voting website www.evotingindia.com.

(II) Click on Shareholders.

(III) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(IV) Next enter the Image Verification as displayed and click on Login.

(V) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then the existing password to be used.

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

	For Members holding shares in Demat Form and Physical Form
PAN	• 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 sequence number which is printed on the evoting form sent along with the copy of notice. • In case the sequence number is less than 8 digits enter the 2 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).

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(ii) Members holding shares in physical form will then directly reach the Company selection screen. .

wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

(v) On th .

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assent to the resolution and option NO implies that you dissent to the resolution.

(vi) 0

(vii) box will be displayed. If you wish to confirm your vote, click on

(viii)

(ix) page.

(x) 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.

(xi) Shareholders can also cast their -Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xii) **Note for Non Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(A) **The remote e-voting period begins on Friday, 16th February, 2018 at 10:00 a.m. and ends on Sunday, 18th February, 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 Monday, 12th February, 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. Monday, 12th February, 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 * -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. Monday, 12th February, 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 EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting through ballot paper with the assistan .
are present at the EGM but have not cast their votes by availing the remote e-voting facility.

(H) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, count the votes cast at the EGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two 0

Report of the total votes cast in favor of or against, if any, not later than three days after the conclusion of the EGM to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith.

(I) . . . 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.

By Order of the Board of Directors
For CHD Developers Limited

Place: Delhi
Date: 25.01.2018

Rajinder Kumar Mittal
(Chairman)

ANNEXURE TO THE NOTICE

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

ITEM NO. 1

Presently the Authorized Share Capital of the Company is Rs. 23,50,00,000/- (Rupees Twenty Three Crore Fifty Lacs Only) divided into 11,75,00,000 (Eleven Crores Seventy Five Lacs Only) Equity Shares of Rs. 2/-(Rupees Two only) each. Your Company is contemplating the preferential issue of Equity Shares and fully convertible warrants for the purpose of expansion of its business, and in view thereof, the Company needs to have enough unissued Authorized Share Capital, so that requisite number of fresh equity shares may be issued for the purpose of raising the sufficient funds. The Board of Directors, therefore, considers it desirable to increase the Authorized Share Capital of the Company to Rs. 35,50,00,000/- (Rupees Thirty Five Crore and Fifty Lakhs only) divided into 17,75,00,000 (Seventeen Crore Seventy five lakh) Equity share of Rs. 2/- each (Rupees Two only) by creation of additional 6,00,00,000 (Six Crore) Equity Shares of Rs. 2/- each.

The alteration proposed in the Memorandum is only consequential to reflect the proposed change in the Authorized Share Capital of the Company.

Pursuant to Section 61 and 64 of the Companies Act, 2013 read with Article 4 of the Articles of Association of the Company, the General Body by way of a Resolution should approve the above said amendments.

Thus the Board recommends the above resolution for your approval as an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 2 & 3

The Special Resolutions contained in Item No. 2 & 3 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, to issue and allot upto 45,000,000 Fully Convertible Warrants of Rs. 2/- each to the persons belonging to Promoter Category and Non- Promoter Category and 15,000,000 Equity shares of Rs. 2/- each, to the persons belonging to Non- Promoter Category in terms of Chapter VII of SEBI(ICDR) Regulations, 2009 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on January 25, 2018.

The offer for the proposed allotments as mentioned above in Items 2 and 3 shall be made by way of a common offer letter to be issued to the Proposed Warrant Allottees, Proposed Equity Allottees.

The details of the issue and other particulars as required in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009 and other applicable statues in relation to the proposed Special Resolution are given hereunder:

I. Objects of the Issue

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, construction of existing projects, general corporate purpose and such other purpose as the Board may decide.

II. The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer

The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer is as follows:

Sr. No	Name of Allottee	Category	No. of Warrants
1	Mr. Rajinder Kumar Mittal	Promoter cum Wholetime Director	3,000,000
2	Mrs. Ruchie Mittal	Promoter Group	3,000,000
3	Mr. Gaurav Mittal	Promoter cum Managing Director	3,000,000
4	Mrs. Radha Mittal	Promoter Group	3,000,000
5	RK Mittal HUF	Promoter Group	3,000,000

Except aforementioned, none of the persons are deemed to be concerned or interested in the above resolution, none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

III. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to promoters and non- promoters is likely to be as follows:

CHD DEVELOPERS LIMITED								
Name of shareholders	**Pre issue Shareholding Structure**		**No. of Equity Shares to be allotted**	**Post Issue Shareholding**		**No. Of Warrants To be Allotted**	**Post Issue Shareholding (Presuming allotment of equity shares and full conversion of OCRPS and Warrants)#**	
	No of Shares	**%**		**No of Shares**	**%**		**No of Shares**	**%**
Promoter & Promoter Group								
(1) Indian								
(a) Individuals /HUF	63891200	56.25		63891200	49.69	15000000	78891200	45.45
(b) Central Govt. /State Govt.	-	-	-	-	-	-	-	-
(c) Bodies Corporate	15985115	14.07		15985115	12.43		15985115	9.21
(d) Financial Institutions /Banks	-	-	-	-	-	-	-	-
Sub Total (A)(1)	**79876315**	70.32		79876315	62.12	15000000	94876315	54.65
(2) Foreign								

(a) Individuals (NRIs/	-	-	-	-	-	-	-	-
Foreign Individuals)	-	-	-	-	-	-	-	-
(b) Bodies Corporate	-	-	-	-	-	-	-	-
(c) Institutions	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-
Total shareholding of Promoter & Promoter Group (A) = (A)(1) + (A)(2)	**79876315**	70.32		79876315	62.12	15000000	94876315	54.65
Public								
B1) Institutions	-	-	-	-	-	-	-	-
Mutual Funds/	46500	0.04		46500	0.04		46500	0.03
Foreign Portfolio Investors	-	-	-	-	-	-	-	-
Financial Institutions/ Banks	-	-	-	-	-	-	-	-
Foreign Venture Capital Investors	-	-	-	-	-	-	-	-
Insurance Companies	-	-	-	-	-	-	-	-
Sub Total B1	46500	0.04		46500	0.04		46500	0.03
B2) Central Government / State Government (s)/ President of India								
B3) Non-Institutions								

i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	14436851	12.71		14436851	11.23		14436851	8.32
Individual share capital in excess of Rs. 2 Lacs	6039705	5.32	7750000	13789705	10.72	22750000	36539705	21.05
NBFCs registered with RBI	450	0.00		450	0.00		450	0.00
Any Other (specify)	**13192465**	11.61		**20442465**	15.90		**27692465**	15.95
Trusts	200	0.00		200	0.00		200	0.00
Hindu Undivided Family	**1412584**	1.24		1412584	1.10		1412584	0.81
Non Resident Indians	**851417**	0.75		851417	0.66		851417	0.49
Clearing Members	**1885232**	1.66		1885232	1.47		1885232	1.09
Bodies Corporate	**9043032**	7.96	7250000	16293032	12.67	7,250,000	23543032	13.56
Sub Total B3	**33669471**	29.64	15000000	**48669471**	37.85	30,000,000	**78669471**	45.32
Total Public Shareholding B=B1+B2+B3	**33715971**	29.68	15000000	**48715971**	37.88	30,000,000	**78715971**	45.35
C) Non Promoter - Non Public	-	-	-	-	-	-	-	-
C1) Shares Underlying DRs	-	-	-	-	-	-	-	-
C2)Shares Held By Employee Trust	-	-	-	-	-	-	-	-
TOTAL (A+B+C)	**113592286**	100.00	**15000000**	**128592286**	100.00	**45,000,000**	**173592286**	100.00

#Post shareholding structure may change depending upon any other corporate action in between.

IV. Proposed time limit within which the allotment shall be complete:

In terms of Regulation 74(1) of the SEBI ICDR Regulations, preferential allotment to Proposed Equity Allottees and Proposed Warrant Allottees pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at item nos. 2 and 3.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

V. Securities to be issued, particulars of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Identity of the Proposed Warrant Allottee and Equity Allottee the percentage of post preferential issue capital that may be held by them:

S. No	Name of the Proposed Allottee	Category	Present Pre Issue Shareholding		Proposed No. Of Warrants Allotted	Proposed No. Of Equity Shares Allotted	Post Issue Shareholding after allotment of Equity Shares		Post Issue Shareholding (Presuming allotment of equity shares and full conversion of Warrants)#		Ultimate Beneficial Owner
			Pre-Issue Holding	% Total Equity Capital			Post-Issue Holding	% Total Equity Capital	Post-Issue Holding	% Total Equity Capital	
1	Mr. Rajinder Kumar Mittal	Promoter	21583550	19.00	3000000		21,583,550	16.78	24583550	14.16	N.A.
2	Mrs. Ruchie Mittal	Promoter Group	13500000	11.88	3000000		13500000	10.50	16500000	9.51	N.A.
3	Mr. Gaurav Mittal	Promoter	12377200	10.90	3000000		12377200	9.63	15377200	8.86	N.A.
4	Mrs. Radha Mittal	Promoter Group	5739950	5.05	3000000	0	5739950	4.46	8739950	5.03	N.A.
5	RK Mittal HUF	Promoter Group	4630500	4.08	3000000	0	4630500	3.60	7630500	4.40	Mr. Rajinder Kumar Mittal
6	Mr. Ashish Rameshchandra Kacholia	Non Promoter	0	0.00	7250000	7250000	7250000	5.64	14500000	8.35	N.A.
7	M/s. Bengal Finance &Investment Pvt. Ltd	Non Promoter	0	0.00	7250000	7250000	7250000	5.64	14500000	8.35	Mr. Suresh Kumar Agarwal
8	Mrs. Malvika Poddar	Non Promoter	0	0.00	500000	500000	500000	0.39	1000000	0.58	N.A.

9	Mr. Sachin Kasera	Non Promoter	0	0.00	3750000	0	-	-	3750000	2.16	N.A.
10	Mr. Nisarg Vakharia	Non Promoter	0	0.00	3750000	0	-	-	3750000	2.16	N.A.
11	Mrs. Barkha Agarwal	Non Promoter	0	0.00	3500000	0	-	-	3500000	2.02	N.A.
12	Mr. Kunal Khaneja	Non Promoter	0	0.00	3500000	0	-	-	3500000	2.02	N.A.
13	Mr. Chaitanya Aggarwal	Non Promoter	0	0.00	500000	0	-	-	500000	0.29	N.A.

VI. Consequential Changes in the Voting Rights and Change in Management

As a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the Warrants, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

VII. Lock-in Period:

i. The Equity Shares to be allotted on a preferential basis to the persons belonging to Non-Promoter Group shall be subject to lock- 3 * approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.

ii. The Equity Shares to be allotted on a preferential basis tothe persons belonging to Non-Promoter Grouppursuant to exercise of options against each Warrant, shall be subjec - 3 * from the date of trading approval for such Equity Shares in accordance with Regulation 78(2) of the SEBI ICDR Regulations.

iii. The Equity Shares to be allotted on a preferential basis to persons belonging to the Promoter Group, pursuant to exercise of options again . - period of 3 (three) years from the date of trading approval for such Equity Shares in accordance with Regulation 78(1) of the SEBI ICDR Regulations.

iv. The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

VIII. Issue price and relevant date:

In terms of Regulation 76 of SEBI ICDR Regulations, the Relevant Date has been reckoned as Friday, January 19, 2018 for the purpose of computation of issue price of the said Equity Shares and Warrants.

Since, the Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded and accordingly, the minimum issue price has been calculated on the basis of trading at BSE.

Therefore, in terms of Regulation 76(1) of the SEBI ICDR Regulations, the Issue Price has been computed as Rs. 14.52/- per Share/ Warrant.

IX. Re-computation of Issue Price:

The Board of Directors of the Company undertake that:

and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the SEBI ICDR Regulations.

X. B !D

The certificate from M/s. AMRG & Associates, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter VII of the SEBI ICDR Regulations shall be available for inspection at the registered office of the Company during 10:00 A. M. to 5:00 P.M. (office hours) up to the date of declaration of results and shall also be placed before the shareholders at the Extraordinary General Meeting.

XI. Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of willful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

XII. Report of registered valuer:

No report of registered valuer is required for the offer, issue and allotment of the Equity Shares, Warrants and Equity Shares arising on exercise of the Warrants under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debenture) Rules, 2014, as amended.

XIII. Details of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Mr. Rajinder Kumar Mittal, Whole time Director and Karta of RK Mittal HUF, Mr. Gaurav Mittal, Managing Director, Mrs. Radha Mittal (Wife of Mr. Rajinder Kumar Mittal and part of promoter group), Mrs. Ruchie Mittal (Wife of Mr. Gaurav Mittal and part of promoter group) are deemed to be concerned or interested in the above resolution, except them none of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolutions.

The Board of Directors recommends the resolutions as set out in item no.2 and 3 of this notice for the issue of Equity Shares and Warrants, on a preferential basis, to the persons belonging to the promoter category and non- promoter category by way of Special Resolution.

For CHD Developers Limited

Place: Delhi
Date: 25.01.2018

Rajinder Kumar Mittal
(Chairman)

CHD DEVELOPERS LIMITED

Regd. Office : SF 16-17, 1st Floor, Madame Bhikaji Cama Bhawan,
Bhikaji Cama Place, New Delhi- 110066
CIN L74899DL1990PLC041188, Ph:011-40100100, Fax: 011-40100190,
Website : www.chddevelopers.com; e-mail:investorservices@chddevelopers.com

EXTRA ORDINARY GENERAL MEETING ON MONDAY, FEBRUARY 19, 2018
PROXY FORM

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

I/We, b 0 .
30 (0)
E- 0 (0)

40 (0)
E-mail 0 (0)

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Monday on 19th day of February, 2018 at 04.00 P.M at Aadyant School, Plot No. 10-11, Aadyant School, Plot No. 10-11, Nelson Mandela Road, Vasant Kunj, New Delhi-110070 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolution	For	Against
1.	Increase in authorized share capital		
2.	Issuance of 4,50,00,000 fully convertible warrants on preferential basis		
3.	Issuance of 1,50,00,000 equity shares on preferential basis to the persons belonging to non-promoter category		

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Sign

* (000)

Affix revenue stamp of Rs. 1/-

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

CHD DEVELOPERS LIMITED

Regd. Office : SF 16-17, 1st Floor, Madame BhikajiCamaBhawan,
BhikajiCama Place, New Delhi- 110066
CIN L74899DL1990PLC041188, Ph:011-40100100, Fax: 011-40100190,
Website : www.chddevelopers.com; e-mail:investorservices@chddevelopers.com

ATTENDANCE SLIP

, 0 0 00
, 00 0 00

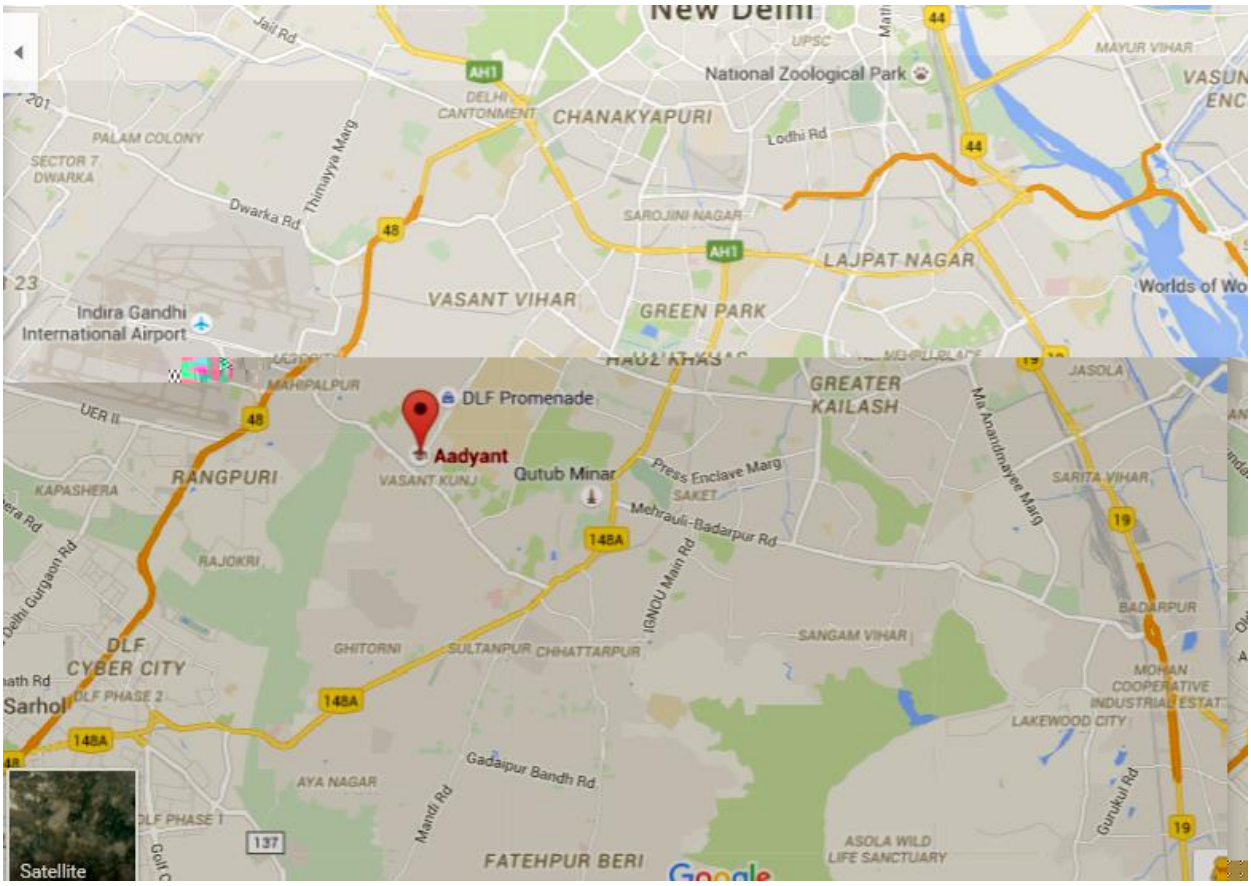
Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name(s) in full	**G 0**	**Name**	**Address as Registered with the Company**
30		00	
40		00	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Monday, the 19th day of February, 2018 at 04.00 P.M. at Aadyant School. Plot No. 10-11, Nelson Mandela Road, Vasant Kunj New Delhi 110 070.

Signature of the shareholder(s)/Proxy holder (s)
3 00 004 0

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

NO GIFTS/COUPONS SHALL BE DISTRIBUTED AT THE MEETING

Route Map to the venue of the Extra Ordinary General Meeting