

NOTICE

Notice is hereby given that the Twentieth 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, 25th September, 2010 at 10:00 A.M. to transact the following businesses:

Ordinary Business:-

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010 and the Profit & Loss Account for the year ending on that date along with report of Board of Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mr. M. P. Goel, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“RESOLVED THAT M/s Mohan & Mohan, Chartered Accountants, the retiring auditors of the Company be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on a remuneration as may be fixed by Board of Directors of the Company.”

M/s Mohan & Mohan, Chartered Accountants have furnished a Certificate to the effect that their re-appointment, if made, shall be within the limits set out in section 224(1B) of the Companies Act, 1956.

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

Place: New Delhi
Date: 29th May, 2010

**R.K. Mittal
(Chairman cum Managing Director)**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE 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.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 20th September, 2010 to Saturday, 25th September, 2010 (both days inclusive).
3. Members 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

246, 1st Floor, Sant Nagar,
East of Kailash,
New Delhi- 110065

4. Members are requested to bring their copy of the Annual Report to the venue of the meeting.
5. Members desiring any information on accounts of the Company are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready. Replies will be provided only at the meeting.
6. Shareholders are eligible to file their nominations against their Shareholding. Nomination form(s) are available at the Registered Office of the Company at SF-16-17, 1st Floor, Madame Bhikaji Cama Bhawan, 11, Bhikaji Cama Place, New Delhi-110066. Those interested in getting the facility of Nomination may write to the Company Secretary of the Company for a copy of the prescribed nomination form.
7. As required under clause 49 of the Listing Agreement, given below are the details of the Director who retire by rotation and is eligible for re-appointment:

- l) **Director being re-appointed at retirement by rotation (Resolution at Item No. 2)** Mr. M. P. Goel, s/o Shri Brij Lal Goel, is a Director of the Company since 1992. He is 68 years old and after schooling completed graduation & Post Graduation from Roorkee University. He is having 41 years of Experience of working in various capacities. He has a good experience of Construction & Hospitality Industries. He is also having expertise knowledge in Architectural Planning.

He is on the following Committee(s) formed by the Board of Directors.

Committee Membership:-

Audit Committee
Shareholders Grievance Committee
Remuneration Committee

Other than the foregoing he is not a member of any other Committee.

None of the Directors except Mr. M. P. Goel, being the appointee, is interested or concerned in the said resolution.

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

Place: New Delhi
Date: 29th May, 2010

**R.K. Mittal
(Chairman cum Managing Director)**

CEO/CFO Certification, issued in terms of clause 49 (V) of the listing Agreement

To,

The Board of Directors,
CHD Developers Limited

Sub: CEO/CFO Certificate

Dear Sirs,

1. We have reviewed financial statements (Consolidated and unconsolidated) read with cash flow statement for the year ended 31st March, 2010 and certify that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
 - (b) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. We further certify that to the best of our knowledge and belief no transactions have been entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
3. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have:
 - a) Designed such internal control over financial reporting or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles.
 - b) Evaluated the effectiveness of the Company's disclosure, controls and procedures.
 - c) Disclosed in the report any changes in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected or is reasonable likely or materially affect the Company's internal control over financial reporting.
4. We have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the audit committee of the Company's Board of Directors (and persons performing the equivalent functions):
 - a) All deficiencies in the design or operation of internal controls, which could adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company's auditors any material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
 - b) Significant changes in internal controls, if any, during the year covered by this report.
 - c) All significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.
 - d) Instances of significant fraud of which we are aware that involve management or other employees who have a significant role in the Company's internal control system.
5. We further declare that all Board members and senior management personnels have affirmed compliances with the code of conduct for current year.

Place: New Delhi
Dated: 29th May, 2010

Vishal Rajpal
Chief Financial officer

R. K. Mittal
Chairman cum Managing Director

Directors' Report

To,
The Members,
CHD Developers Limited
Your Directors are pleased to present their Twentieth Annual Report together with the Audited Accounts and Financial Statements for the year ended 31st March, 2010.

1. Financial Results

The summarized financial results of the Company for the year ended 31st March, 2010 are as follows:

	Current Year ended 31.03.2010	(Amount in Rs. Lacs) Previous Year Ended 31.03.2009
Gross receipts	4067.84	4050.33
Profit before Tax, Depreciation and Interest	598.51	455.32
Interest	413.36	365.18
Depreciation	39.07	45.79
Profit before Tax	146.08	44.35
Profit after Tax	91.54	12.69

2. Dividend

Keeping in view need to conserve resources, your Directors are constrained not to recommend any dividend for the year under review.

3. Performance

Your Company is striving continuously for better performance each year and even after being a player of worst effected sector in global economic meltdown your Company has achieved a turnover of Rs. 4067.84 Lacs (Pr. Yr. Rs. 4050.33 Lacs).

4. Projects

Avenue 71 (Gurgaon):-

During the year the Company has entered into a collaboration agreement for development of a Group Housing Complex, named Avenue 71, at Sector 71, Gurgaon, at an area of 16.465 Acre. The total developed area of this project will be 15 Lacs sq. ft. and the Company expects to generate a revenue of Rs. 350 Crores apx. from this project.

The Company will get 65.5 % of the total built up

area and the balance 34.5% built up area will go to the collaborators. To make this project a mega success for the Company, your Company has brought in master national and international architects and designers.

CHD City (Karnal):-

Construction & development is going on at full swing at 123 Acres CHD City, at Sector 45, Karnal. The Company has launched following new sub projects under this mega project:-

S. No.	Particulars	No. of Units
1	Residential Plots	872
2	Silver County Villas	22
3	Life Style Floors	138
4	CHD Grand	135
5	CHD Prime	102
6	Karnal Business Centre (KBC)	32
7	CHD Plaza	156

5. Directors

In accordance with the provisions of the Companies Act, 1956 and Articles of Association of the Company, Mr. M. P. Goel, Director of your Company retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment, subject to the approval of Shareholders of the Company.

6. Auditors

M/s. Mohan & Mohan, Chartered Accountants, the Auditors of the Company, hold office until the conclusion of the ensuing Annual General Meeting.

The Auditors have forwarded a certificate under section 224(1B) of the Companies Act, 1956, to the effect that their re-appointment, if made, would be within the limits specified in the said section. The Directors recommend their re-appointment. The report of the Auditors is self-explanatory and does not call for any comment.

7. Corporate Governance

Corporate Governance and Management Discussion and Analysis report are given in Annexure A & C.

8. Directors' Responsibility Statement

As required by the provisions of section 217 (2AA) of the Companies Act, 1956, the Directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- The Directors have prepared the annual accounts on a going concern basis.

9. Subsidiaries of The Company

As on 31st March, 2010, the Company had following subsidiaries:

S. No.	Name of the Company	% Holding
1.	Golden Infracon Private Limited	100
2.	Horizon Realtech Private Limited	100
3.	Divine Townships Private Limited	100
4.	CHD Facility Management Private Limited	100
5.	CHD Retirement Townships Private Limited	100
6.	CHD Armaan Realtech Private Limited	100
7.	CHD Blueberry Realtech Private Limited	100
8.	CHD Elite Realtech Private Limited	100

10. Fixed Deposits

Fixed Deposits from the public, shareholders and employees of the Company as on 31st March, 2010 stood at 931.53 Lacs as against 494.52 Lacs at the close of the preceding financial year. There were unclaimed deposits aggregating Rs. 55,000/- pertaining to 4 depositors as on that date.

11. Personnel

The employees at all levels continued to put sincere efforts in the growth of the Company. The Employee relations continued to be cordial.

During the year under review details of employees, whose particulars are required to be furnished as required under section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of the Employees) Rules, 1975, as amended, is as follows:

Sr. No.	Name	Relationship	Remuneration	Total Payments	No. of shares held
1.	R. K. Mittal	Managing Director	2,00,000 P.M.	24,00,000/-	21583550
2.	Ravi Saund	Head-Business Development	3,75,000 P.M.	6,17,130/-	NIL

Employee Benefits:
a. Short-term employee benefits

Short-term employee benefits are recognized in the period during which the services have been rendered.

b. Long-term employee benefits

- (i) Defined Contribution plan Contributions to provident fund are deposited with the appropriate authorities and charged to the Profit and Loss Account on accrual basis.
- (ii) Defined benefit plan **Gratuity** The Company provides for the Gratuity based on actuarial valuation as per the Projected Unit Credit method in accordance with Accounting Standard 15, as applicable, related to employee benefits.

12. Other Information

A Statement pursuant to the provisions of Section 217(1) (e) of the Companies Act, 1956 read together with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 is annexed hereto and forms part of this Report in Annexure B.

13. Listing at Stock Exchange

The Equity Shares of the Company continue to be listed on the Bombay Stock Exchange. The annual listing fees for the year 2009-2010 have been paid to the Bombay Stock Exchange.

14. Employee Stock Option Plan-esop 2007

The Company has adopted an ESOP Scheme i.e. CHD ESOP 2007 scheme for benefit of permanent employees of the Company.

The options granted under the scheme would vest over a period of four years and the year under consideration was its 3rd year. No employee or director of the Company has been granted options in excess of 1% of the issued equity share capital of the Company.

Complete details of ESOP Scheme implemented during the year is attached to this report as Annexure 'A-I'.

15. Changes in the Paid up Share Capital of the Company

During the year your Company made an allotment of 2,96,067 equity shares of Rs. 2/- each, at par, to the employees of the Company under CHD ESOP 2007 Scheme.

Further pursuant to conversion of 1,56,60,000 share warrants your Company also made allotment of 1,56,60,000 equity shares of Rs. 2/- each at a premium of Rs. 2.65/- per shares, on preferential basis to the non promoters.

The paid up capital after taking the effect of

changes as above, stood at Rs. 22,58,39,328/- as on 31st March, 2010 as against Rs. 19,39,27,914/- as on 31st March, 2009.

16. Particulars Required As Per Section 212 of the Companies Act, 1956

The Company had filed the necessary application for the approval of Ministry of Corporate Affairs, Government of India dispensing with the requirements to attach various documents in respect of subsidiary companies, as set out in sub-section (1) of Section 212 of the Companies Act, 1956 Accordingly, the Balance Sheet, Profit & Loss Account and other documents of the subsidiary Companies of the Company have been adopted and are made a part of the consolidated financial results of the Company. A statement containing brief financial details of the Company's subsidiaries for the year ended as on March 31, 2010 is included in the Annual Report. The Company will make available the audited annual accounts and related information of the subsidiary companies, on request by any member of the Company. These documents will also be available for inspection during business hours at our Registered Office.

17. Signing of Notice, Balance Sheet, Profit & Loss A/c & Directors Report Etc.

This is to inform you that the Company have approved and authenticated its Audited Financial Results for the year ended 31st March, 2010 in the Board meeting duly held on 29.05.2010, which is well within the statutory time limits as prescribed in the Companies Act, 1956 and Listing Agreement entered into by the Company with Bombay Stock Exchange, Mumbai.

18. Acknowledgements

Your Directors place on record their appreciation of the support extended by its Bankers, Customers and various Government Agencies. The Board also wishes to thank the shareholders for their unstinted support.

By order of the Board of Directors
For CHD Developers Limited

Place: New Delhi

Date: 29-05-2010

R.K. Mittal
(Chairman cum
Managing Director)

Annexure-"A"

Corporate Governance Report

1. The Corporate Governance Code

The Company recognizes the importance of Good Corporate Governance, which is the tool of building strong and everlasting beneficial relationship with customers, suppliers, bankers and more importantly with the investors. During the year, the Company has adopted clause 49 of the listing agreement, as revised from time to time.

2. Board of Directors ("Board")

The strength of the Board on signing of the report comprises of Six Directors. The Board of Directors comprises of Executive and Non Executive Directors. There are four Non Executive Directors and two Executive Directors. The Chairman of the Board is Executive Director. The Directors are eminently qualified and experienced in business, finance and corporate management.

S. No.	Name of Director	Status/Designation
1.	Mr. R. K. Mittal	Executive, Chairman & Managing Director
2.	Mr. Gaurav Mittal	Executive, Whole Time Director
3.	Mr. M. P. Goel	Non-Executive Director
4.	Mr. Manav Jain	Non-Executive Director
5.	Mr. Pran Nath	Non-Executive Director
6.	Mr. M. S. Kapur	Non Executive Director

Board Meetings

The meetings of Board of Directors were held at the Registered Office of the Company. The functions performed by the Board include review of Minutes of Audit Committee Meetings and other Committees of the Board, adoption of Quarterly results of the Company and review of Company's Operations &

Performance. The Board meets at least once a quarter to review the quarterly performance and financial results of the Company.

Number of Board Meetings

During the Financial year from 1st April, 2009 to 31st March, 2010 the Board of Directors met 13 times on the following dates:

S. No	Date of Meeting	Board Strength	No. of Directors Present
1.	30th April, 2009	6	6
2.	13th June, 2009	6	6
3.	20th June, 2009	6	6
4.	30th June, 2009	6	6
5.	8th July, 2009	6	6
6.	23rd July, 2009	6	6
7.	30th July, 2009	6	6
8.	1st September, 2009	6	6
9.	30th October, 2009	6	6
10.	1st December, 2009	6	6
11.	30th January, 2010	6	6
12.	3rd March, 2010	6	6
13.	18th March, 2010	6	6

Attendance of Directors

S. No.	Name of the Director	No. of Board Meetings Held	No. of Board Meeting Attended	Attendance at the last AGM Held on Sep. 26 2009	No. of Directorships in other Board as on 31st March, 2010	No. of Memberships in all Committees of the Board as on 31st March, 2010
1.	Mr. R. K. Mittal	13	13	Present	12	2
2.	Mr. Gaurav Mittal	13	13	Present	12	1
3.	Mr. M. S. Kapur	13	13	Present	6	0
4.	Mr. M. P. Goel	13	13	-	0	3
5.	Mr. Manav Jain	13	13	-	1	2
6.	Mr. Pran Nath	13	13	Present	0	3

Code of Conduct

A declaration regarding Compliance by Board Members and Senior Management with the Code of Conduct is annexed herewith as Annexure-A-II.

3. Committees of the Board

Non-Executive Directors including the Chairman provide guidance on policy matters as well as in the monitoring actions of operating management.

In conformity to the requirements of clause 49 of the Listing Agreement with the Stock Exchange and Companies Act, 1956, the composition of these committees of Board are constituted and reconstituted.

The composition of these Committees is as under:

Various Committees

Name of Members	Audit Committee	Shareholders Grievances Committee	Remuneration Committee
Mr. R. K. Mittal, Exe. Director	No	Yes	No
Mr. Gaurav Mittal, Exe. Director	No	No	No
Mr. M. S. Kapur, Non-Exe. Director	No	No	No
Mr. Pran Nath, Non-Exe. Director	Yes	Yes	Yes
Mr. Manav Jain, Non-Exe. Director	Yes	No	Yes
Mr. M. P. Goel, Non-Exe. Director	Yes	Yes	Yes

The Company also has a Share Transfer Committee which comprises of Mr. R. K. Mittal and Mr. Gaurav Mittal.

Audit Committee Membership

In Conformity with the requirements of Clause 49 of the Listing Agreement read with Section 292 A of the Companies Act, 1956 the strength of the Board as also of the Audit Committee is adequate.

Broad Terms of Reference of the Audit Committee

The main function of the Audit Committee is to assess and ensure that the financial statements of the Company are correct. It also interacts with the Statutory Auditors before finalization of Annual Financial Accounts and Reports focusing primarily on Accounting Policies, Compliance of Accounting Standards etc. It also reviews the adequacy of

internal control system on any matter in connection with review of financial reporting systems and control procedures.

During the year from 1st April, 2009 to 31st March, 2010, the Audit Committee met four times on 30th June 2009, 30th July 2009, 30th October 2009 and 30th January, 2010.

Attendance of the Directors in the Audit Committee Meetings:

Name of Directors	Designation	No. of meetings held	No. of meetings attended
Mr. Pran Nath	Chairman	4	4
Mr. M. P. Goel	Member	4	4
Mr. Manav Jain	Member	4	4

4. Shareholders Grievances Committee

The Committee comprising of the following members of the Board to review Shareholders Complaints and resolving of the same by Mr. Vishal Rajpal, Compliance Officer of the Company.

Name of Directors	Designation	No. of meetings held	No. of meetings attended
Mr. Pran Nath	Chairman	2	2
Mr. M. P. Goel	Member	2	2
Mr. R. K. Mittal	Member	2	2

Details of Investors/Shareholders Complaint received during the year ended 31st March 2010:

S. No	Nature of Complaints	Received	Disposed	Pending
1.	Non-receipt of dividend warrant(s)	NA	NA	NA
2.	Non-receipt of Share Certificates after transfer /exchange/ sub-division/ consolidation	Nil	Nil	Nil
	Total	Nil	Nil	Nil

Number of Shares pending for transfer:

No Share(s) was pending for transfer as on 31st March, 2010.

5. Remuneration Committee Membership:

Name of Directors	No. of Meeting held	No. of meeting attended
Mr. Pran Nath	2	2
Mr. M. P. Goel	2	2
Mr. Manav Jain	2	2

Remuneration Policy:

The Company follows a market linked policy, which is aimed at enabling the Company to attract and retain the best talent. Compensation is also linked to individual and team performance as they support the achievement of Corporate Goals. The Company has also adopted an Employee Stock Option Plan.

The Company doesn't pay any remuneration to the Non-Executive Directors of the Company. The Company only paid to Mr. R. K. Mittal, Managing Director of the Company, Salary of Rs 2,00,000/- p.a. and to Mr. Gaurav Mittal, a monthly salary of Rs. 80,000/- and benefits (key man Insurance Policy) which amounts to Rs 162,851/- p.a.

Sitting Fees:

No Sitting Fees was paid to Non -Executive Directors for attending the Board Meetings.

6. Particulars of Past three AGMs

The details of past three Annual General Meetings of the Company are given below :

AGM No.	Year	Venue	Date	Time
17	2007	Plot No. 10-11, Adayant School, Vasant Kunj, New Delhi-110070	29th Sept. 2007	11:00 A.M.
18	2008	Plot No. 10-11, Adayant School, Vasant Kunj, New Delhi-110070	27th Sept. 2008	10:00 A.M.
19	2009	Plot No. 10-11, Adayant School, Vasant Kunj, New Delhi-110070	26th Sept. 2009	10:00 A.M.

7. Disclosures

There were no transactions of material nature with promoters, directors, management, subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. The relevant disclosures have been given in schedules to the Accounts. No penalties have been imposed on the Company by the Stock Exchange or SEBI or any statutory authority on any matter related to Capital markets for non-compliances by the Company.

8. Means of Communication

The Company publishes quarterly, half-yearly and annual results as required under the Listing Agreement in the prescribed format. The results are normally published in the Financial Express (Eng.), Jansatta (Hindi) and in Economics Times. The results are also sent to the Stock Exchange for general information and for putting on their web site. The notice of the AGM is sent to the shareholders well in advance of the AGM. The gist of the notice is also published in newspapers. The Company regularly places latest information and financial data on Company's website also.

- ✍ Company has not made any presentations to any institutional investors/analyst during the year.
- ✍ Management Discussion and Analysis Report forms part of this Annual Report.

9. General Shareholders' Information

Annual General Meeting:

Day & Date : Saturday, 25th September, 2010

Time : 10:00 A.M.

Venue : Plot No - 10, 11, Nelson Mandela Road, Vasant Kunj, New Delhi-110070

Financial Calendar (Tentative):

Financial Reporting for the Quarter ended 30th June, 2009 Last week of July, 2009

Financial Reporting for the Quarter ended 30th September, 2009 Last week of October, 2009

Financial Reporting for the Quarter ended 31st December, 2009 Last week of January, 2010

Financial Reporting for the Quarter/year ended 31st March, 2010 Last week of May, 2010

Listing on Stock Exchanges:

The Equity Shares of the Company as on the date are listed on the Bombay Stock Exchange. The Company confirms that it has paid annual listing fees to the Bombay Stock Exchange.

Name of the Stock Exchange

Bombay Stock Exchange,
Phiroz Jee Bhoy Towers,
Dalal Street, Mumbai-400001
Ph: 022-22721234, 22721233
Fax: 022-22721919

Stock Code of the Company

Electronic Mode INE659B01021
Scrip Name: CHD Developers Limited
Scrip Code: 526917