

CHD DEVELOPERS LIMITED

CIN: L74899DL1990PLC041188

31st Annual Report 2020-21

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Gaurav Mittal
Managing Director (Executive)
DIN:00052968

Mr. Varinder Singh
Director (Independent)
DIN:02923407
(Ceased to be Director (Independent)
w.e.f. 31st March, 2022)

Mr. Nishant Goyal
Director (Independent)
DIN: 07647389
(Ceased to be Director (Independent)
w.e.f. 1st January, 2022)

Ms. Ritu
Director (Executive)
DIN: 09432138
(Appointed as Director
w.e.f. 14th December, 2021)

Mr. Gaurav Gupta
Additional Director (Independent)
DIN: 09609067
(Appointed as Additional Director
w.e.f. 18th May, 2022)

CHIEF EXECUTIVE OFFICER

Mr. Gaurav Mittal

REGISTERED OFFICE

201, Radha Chambers, Plot No. 19-20,
G Block Community Centre,
Vikaspuri, New Delhi 110018
Web: www.chddevelopers.com
Email: investorservices@chddevelopers.com

CIN

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STATUTORY AUDITORS

M/s. KPSK and Associates,
Chartered Accountants,
WZ-508C, Hall No.-1, Basai Dara Pur,
Main Market, Near Ramesh Metro
Station, New Delhi - 110015

SECRETARIAL AUDITORS

M/s. K Vivek & Co.
(Practicing Company Secretaries)

SUBSIDIARIES**DIRECT SUBSIDIARIES**

CHD Infra Projects Private Limited
Empire Realtech Private Limited
International Infratech Private Limited
Delight Spirits Private Limited
CHD Elite Realtech Private Limited

SUBSIDIARY OF CHD Infra Projects Private Limited

CHD Hospitality Private Limited

**PRINCIPAL BANKERS/
FINANCIAL INSTITUTIONS**

Axis Bank Ltd.
Bank of Baroda
Reliance Home Finance Limited
Reliance Capital Limited
Kotak Mahindra Bank Limited
IndusInd Bank Limited
Indiabulls Housing Finance Limited
CSL Finance Limited
State Bank of India
YES Bank Limited

**REGISTRAR & SHARE
TRANSFER AGENTS**

Skyline Financial Services Pvt Ltd.
D-153A, 1st Floor, Okhla Industrial Area,
Phase-I, New Delhi-110020, Ph: 011-26812682

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NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of CHD Developers Limited will be held through Video Conferencing /Other Audio Visual Means (“VC/OAVM”) on Thursday, 1st September, 2022 at 11:00 A.M. deemed to be conducted from Aadyant School, Plot No. 10-11, Nelson Mandela Marg, Vasant Kunj, New Delhi-110070 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, 2021 including the reports of the Board of Directors and Auditors’ thereon.
2. To appoint a Director in place of Mr. Gaurav Mittal (DIN:00052968), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:-

3. To ratify the remuneration payable to the Cost Auditors for the Financial Year 2021-22 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 reenactment thereof, for the time being in force), M/s. Sandeep Sharma & Co., Cost Accountants (FRN. 002323), appointed by the Company to conduct cost audit of records of the Company related to ‘Construction’ activities for the financial year 2021-22, be paid a fees of Rs. 20,000/- (Rupees Twenty Thousand) as remuneration for the cost audit services for the Financial year 2021-22.

“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.”

4. Regularisation of Additional Director Mr. Gaurav Gupta as Independent Director of the company.

To consider and if thought fit, to pass the following resolution with or without modification as a Special 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. Gaurav Gupta (DIN- 09609067), who was appointed as an Additional Director (Category-Independent) w.e.f. 18th May, 2022 in terms of Sections 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term upto five consecutive years commencing from 18th May, 2022 and shall not be liable to retire by rotation.”

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

By order of the Board of Directors

For CHD Developers Limited

Place: New Delhi
Date: August 5, 2022

Sd/-
Gaurav Mittal
(Managing Director)

NOTES

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular no. 02/2022 dated 5th May, 2022. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and 5th May, 2022 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with and the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. Hence, Attendance Slip and Proxy Form including Route Map are not annexed to this notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013,

representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and any other circular, if any, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.chddevelopers.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2022 dated 5th May, 2022.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agent.
9. 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.
10. In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and other related MCA Circular in this regard and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and other related circular issued by SEBI in this regard, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).
11. 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

12. 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.
13. The Register of Members and the Share Transfer Books of the Company shall remain closed from 25th August, 2022 to 1st September, 2022 (both days inclusive).
14. 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.
15. Transfer of Unclaimed / Unpaid amounts to the Investor Education and Protection Fund (IEPF):
Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act,
1956, all unclaimed / unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, were required to be transferred to the IEPF. Section s 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), also contain similar provisions for transfer of such amounts to the IEPF both of which became applicable with effect from September 7, 2016, Accordingly, all unclaimed / unpaid dividend, interest on deposits as well as the principal amount of deposits, as applicable, remaining unclaimed / unpaid for a period of seven years from the date they became due for payment, in relation to the Company, shall be transferred to, IEPF established by the Central Government. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account.

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

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

16. 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 during the Annual General Meeting on login at CDSL e-voting system.
17. Relevant documents referred to in the accompanying notice and the statements are open for inspection by the members through electronic mode on the request of the shareholder sent on www.chddevelopers.com
18. 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.
19. 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.
20. 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.

21. Mr. Mukesh Kumar, Practicing Company secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
22. The Scrutinizer shall, immediately after the conclusion of the voting at the general meeting, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of AGM, who shall then countersign and declare the result of the voting forthwith.
23. The Results shall be declared after receiving the Consolidated Scrutinizer's Report from the Scrutinizer. The result declared shall be placed on the Company's website www.chddevelopers.com and on the website of CDSL and communicated to the Stock Exchanges.

24. Voting through electronic means

CDSL e-Voting System – For Remote e-voting and e-voting during AGM/EGM

1. In continuation of this Ministry's **General Circular No. 20/2020**, dated 5th May, 2020 and General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2022 dated May 05, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.