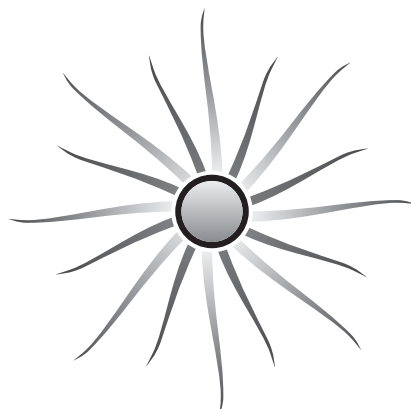




CHL LIMITED

**ANNUAL REPORT
2018 - 2019**



— THE —
SURYAA
— SERVICE SO MEMORABLE —



CHL LIMITED

40th Annual General Meeting

Date	:	12th August, 2019
Day	:	Monday
Time	:	12.30 PM
Place	:	Hotel The Suryaa Community Centre New Friends Colony New Delhi-110 025

INDEX	PAGE NO.
-------	----------

CHL Limited

Notice	2
Notes	5
Directors' Report	12
Auditors' Report	41
Balance Sheet	46
Profit & Loss Account	47
Notes to the Financial Statements	49

Consolidated

Auditors' Report	66
Balance Sheet	68
Profit & Loss Account	69
Notes to the Financial Statements	71
Proxy Form	87
Route Map / Attendance Slip	88

BOARD OF DIRECTORS

Dr. L. K. Malhotra - Chairman
Mr. Luv Malhotra - Managing Director
Mr. Gagan Malhotra - Executive Director
Mr. A. K. Malhotra
Ms. Kajal Malhotra
Mr. Subhash Ghai
Mr. R. C. Sharma
Mr. Lalit Bhasin
Mr. Yash Kumar Sehgal
Mr. Alkesh Tacker

Company Secretary

Mr. G. J. Varadarajan
E-mail : cs@chl.co.in

Vice-President Finance & CFO

Mr. N.K. Goel
Email: nkgoel@chl.co.in

Statutory Auditors

DGA & Co.
Chartered Accountants
G-6, Dhawandeep Apartment
6, Jantar Mantar Road
New Delhi-110 001
Email: devkagarwal@rediffmail.com

Internal Auditors

Gulvardhan Malik and Co.
Chartered Accountants
G.F., F-54 Dilshad Colony
Delhi -110095
Email: fcamalik@gmail.com

Bankers

Andhra Bank
Bank of Baroda
HDFC Bank Ltd.
ICICI Bank

Registrar and Share Transfer Agent

Beetal Financial & Computer Services Pvt. Ltd.
Beetal House, 3rd Floor,
99, Madangir
Behind Local Shopping Centre
New Delhi - 110 062
Phone : 91-11-29961281-83 Fax : 91-11-29961284
E mail : beetalrta@gmail.com

Regd. Office

Hotel The Suryaa
Community Centre
New Friends Colony
New Delhi-110 025
Phone : 91-11-2683 5070, 4780 8080
Fax : 91-11-2683 6288, 4780 8081
E-mail : chl@chl.co.in
Website : <http://www.chl.co.in>



NOTICE

NOTICE is hereby given that the 40th Annual General Meeting of the Members of CHL Limited will be held on Monday, the 12th August, 2019 at 12:30 P.M. at the Registered Office of the Company at Hotel The Surya, New Friends Colony, New Delhi 110025 to transact the following business:

Ordinary Business

1. To receive, consider and adopt
 - (a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the Reports of the Directors and the Auditors thereon; and
 - (b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2019 and the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Malhotra, (DIN 00676603) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Ms. Kajal Malhotra, (DIN: 01319170) who retires by rotation and being eligible, offers herself for re-appointment.
4. Appointment of Statutory Auditors

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

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s DGA & Co., Chartered Accountants, New Delhi (Firm Registration No. 003486N) be and are hereby appointed as Auditors of the company for a period of three years to hold office from the conclusion of 40th Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company and at such remuneration as may be determined by the Board of Directors of the Company.

Special Business

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, **Mr. Lalit Bhasin (DIN: 00002114)** holding the position of an Independent Director whose tenure is coming to end w.e.f 28th Day of September 2019, be and is hereby re-appointed as an Independent Director of the Company w.e.f 29th Day of September 2019 for a further period of 5(Five) consecutive years not liable to retire by rotation or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations, as amended from time to time, **Mr. Subhash Ghai (DIN: 00019803)** holding the position of an Independent Director whose tenure is coming to end w.e.f 28th Day of September 2019, be and is hereby re-appointed as an Independent Director of the Company w.e.f 29th Day of September 2019 for a further period of 5(Five) consecutive years not liable to retire by rotation or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and pursuant to the Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Regulations, as amended from time to time, **Mr. Yash Kumar Sehgal (DIN: 03641168)** holding the position of an Independent Director whose tenure is coming to end w.e.f 28th Day of September 2019, be and is hereby re-appointed as an Independent Director of the Company w.e.f 29th Day of September 2019 for a further period of 5(Five) consecutive years not liable to retire by rotation or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.

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

RESOLVED THAT pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from April 1, 2019, and other applicable Regulations, as amended from time to time, ("Listing Regulations") and applicable provisions of the Companies Act, 2013, as amended from time to time read with the reasons and justification as stated in the explanatory statement annexed herewith, consent of the Members of the Company be and is hereby accorded for continuation of holding of the Office of Independent Director of the Company by **Mr. Ramesh Chandra Sharma (DIN: 00023274)** who is above the age of 75 (Seventy years) years till the end of his tenure, i.e. 17.09.2020 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.



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

RESOLVED THAT subject to provisions of Sections 196,197,198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including Schedule V of the Act, the consent of the Company be and is hereby accorded to the re-appointment of **Mr. Gagan Malhotra (DIN:00422762) as Executive Director** whose tenure is completed on 31.03.2019, for a period of three years commencing from 01.04.2019 to 31.03.2022 and to the payment of overall remuneration to Mr. Gagan Malhotra is as follows:

Overall Remuneration:

Subject to the provisions of Sections 196,197,198 and 203 and other applicable provisions of the Companies Act, 2013 and modification/ amendments thereof, if any, the remuneration payable to Managing Director and Executive Director of the Company, in any Financial Year shall not exceed 10% (ten percent) of the net profit of the Company for all of them together. Subject to Schedule V of the Companies Act, 2013, in any Financial Year during the tenure of Mr. Gagan Malhotra, Executive Director, if the Company has no profit or its profits are inadequate, the remuneration payable to Mr. Gagan Malhotra, Executive Director, of the Company shall be as under w. e. f. 01.04.2019 till the end of his tenure i.e. 31.03.2022.

Basic Salary: Rs.3,00,000 P.M.

House Rent Allowance: Accommodation with amenities such as Gas, Electricity/water. House Furnishing and Repairs, the aggregate monetary value of which being limited to 60% of basic salary per month for the purpose of which limit, perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such Rule, Perquisites shall be evaluated at actual cost.

Miscellaneous Allowances: Rs.20,000 P.M.

Provident Fund, Superannuation & Gratuity: Provident Fund, Superannuation and Gratuity as per the rules of the Company, subject to the ceiling as per the guidelines for managerial remuneration in force from time to time.

Company's contribution to Provident Fund, Gratuity, Encashment of Leave at the end of the tenure to the extent these either singly or together are not taxable under the Income Tax Act, shall not be included in the computation of limits for the remuneration or perquisites purpose.

Privilege Leave: One Month's leave on full pay and allowance for every eleven months of service, at the end of the tenure as per the Company's Rules.

Car & Telephone: Company's car with driver for Company's Business. Official telephone facility at residence. Personal long distance telephone calls shall be billed by the company.

Leave Travel Allowance/Concession: Airfare for self and family, once a year to any destination amount not exceeding one month's basic salary.

Entertainment/Travelling: Re-imbursement of travelling, entertainment and other expenses as incurred by him for the business of the Company.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby, specifically authorized to, alter at any time and vary the terms and conditions of the remuneration to be paid in the absence of profit or inadequacy of profits, in such a manner but so as not to exceed the limits as specified in Schedule V read with Section 197 and other applicable provisions if any of the Companies Act, 2013 or any other amendment thereto or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company including its committee thereof and/or Company Secretary of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution.

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

RESOLVED THAT the present designation of Mr. Luv Malhotra (DIN:00030477) as Joint Managing Director of the Company be and is hereby re-designated as Managing Director of the Company w.e.f 28.05.2019 with the same Remuneration and other perquisites as approved in the 38th Annual General Meeting of the company till the end of his tenure i.e 21.09.2019.

RESOLVED FURTHER THAT subject to provisions of Sections 196,197,198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, ("Act") including Schedule V of the Act, the consent of the Company be and is hereby accorded to the re-appointment of **Mr. Luv Malhotra as Managing Director** whose tenure is expiring on 21.09.2019 for a period of three years commencing from 22.09.2019 to 21.09.2022 and to the payment of overall remuneration to Mr. Luv Malhotra is as follows:

Overall Remuneration:

Subject to the provisions of Sections 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and modification/ amendments thereof, if any, the remuneration payable to Managing Director and Executive Director of the Company, in any Financial Year shall not exceed 10% (ten percent) of the net profit of the Company for all of them together. Subject to Schedule V of the Companies Act, 2013, in any Financial Year during the tenure of Mr. Luv Malhotra, Managing Director, if the Company has no profit or its profits are inadequate, the remuneration payable to Mr. Luv Malhotra, Managing Director, of the Company shall be as under w.e.f. 22.09.2019 till the end of his tenure i.e. 21.09.2022.

Basic Salary: Rs. 3,30,000 P.M.

House Rent Allowance: Accommodation with amenities such as Gas, Electricity/water. House Furnishing and Repairs, the aggregate monetary value of which being limited to 60% of basic salary per month for the purpose of which limit, perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such Rule, Perquisites shall be evaluated at actual cost.

Miscellaneous Allowances: Rs. 22,000 P.M.

Provident Fund, Superannuation & Gratuity: Provident Fund, Superannuation and Gratuity as per the rules of the Company, subject to the ceiling as per the guidelines for managerial remuneration in force from time to time.

Privilege Leave: One Month's leave on full pay and allowance for every eleven months of service, at the end of the tenure as per the Company's Rules.

Car & Telephone: Company's car with driver for Company's Business. Official telephone facility at residence. Personal long distance telephone calls shall be billed by the company.

Leave Travel Allowance/Concession: Airfare for self and family, once a year to any destination amount not exceeding one month's basic salary.

Entertainment/Travelling: Re-imbursement of travelling, entertainment and other expenses as incurred by him for the business of the Company.

Company's contribution to Provident Fund, Gratuity, Encashment of Leave at the end of the tenure to the extent these either singly or together are not taxable under the Income Tax Act, shall not be included in the computation of limits for the remuneration or perquisites purpose.

RESOLVED FURTHER THAT the Board of Directors, be and are hereby, specifically authorized to, alter at any time and vary the terms and conditions of the remuneration to be paid in the absence or inadequacy of profits, in such a manner but so as not to exceed the limits as specified in Schedule V read with Section 197 and other applicable provisions if any of the Companies Act, 2013 or any other amendment thereto or re-enactments thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, including its committee thereof and/or Company Secretary of the company, be and is hereby, authorized to do all such acts, deeds, matters and things as may be considered necessary, usual, proper or expedient to give effect to the aforesaid resolution.

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

RESOLVED THAT the present designation of Dr. Lalit Kumar Malhotra (DIN:00213086) as Chairman and Managing Director of the Company be and is hereby re-designated as Executive Chairman of the Company w.e.f, 28.05.2019 with the same Remuneration and other perquisites as approved in the 39th Annual General Meeting of the company till the end of his tenure i.e. 14.07.2021.

By Order of the Board

G.J. Varadarajan
Company Secretary

Place: New Delhi
Date: 28th May, 2019

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company. In order to be effective the Proxy Form must reach the Company's Registered Office at least 48 hours before the time fixed for the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 06.08.2019 to 12.08.2019 (both days inclusive).
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
4. As per the provisions of Section 125 the Companies Act 2013, Dividends declared for the Financial Year 2011-12 (Final Dividend), 2012-13 (Interim and Final Dividend) which remain unpaid or unclaimed for a period of 7 years in the Unpaid Dividend Account for the respective financial year of the Company need to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

Members who have not encashed their Dividend Warrants pertaining to the aforesaid years may approach the Company Secretary of the company at the Registered Office of the Company for revalidation of Dividend Warrants already dispatched/issue of Demand Draft in lieu of that.

5. Final Dividend pertaining to the Financial Year 2011-12 will be transferred to Investors Education and Protection Fund in the month of October, 2019. As such it will not be possible to entertain dividend claim after September, 2019.
6. Members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail. Members holding the shares in physical form may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.
7. Members may also note that the Annual Report for Financial Year 2018-19 will also be available on the Company's website www.chl.co.in for their download.
8. Pursuant to the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirement) Regulation 2015, additional information on Directors seeking appointment/reappointment at the Annual General Meeting is provided in the Annual Report.
9. Members wishing to seek further information on the Accounts or the Operations of the Company at the meeting are requested to send their queries at least a week in advance of the date of the meeting to the Company Secretary.
10. Shareholders may bring their copies of the Annual Report to the Meeting. Extra copies of the Annual Report will not be available at the meeting.
11. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
12. Members/Proxies should fill in the Attendance Slip for attending the meeting.
13. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Members are provided with the facility to the shareholders to cast their votes on resolutions through e-voting services provided by Central Depository Services (India) Limited ("CDSL") for all the items of business in the notice electronically. The members may cast votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 09.08.2019 at 10.00 AM and end on 11.08.2019 at 5.00 PM. During this period shareholders' of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 05/08/2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders /Members"
- (iv) 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.
- (v) Next enter the Characters Verification as displayed and Click on Login.
- (vi) 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 your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the Depository or Company please enter the Member ID / Folio Number in the Dividend Bank Details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the "CHL LIMITED" on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If demat Account holder has forgotten the changed 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.
- (xviii) 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. iPhone and Windows Phone users can download the app from the app store and the Windows Phones Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 Corporate.
 - 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.
- (xx) 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.

**Voting at AGM:**

The members who have not casted their votes either electronically or through Ballot Form, can exercise their voting rights at the AGM through ballot paper.

General Information

- (a) Every Client ID No. /Folio No. shall have 1 (one) e-voting right irrespective of the joint-holders.
- (b) The Company has appointed Mr. Arvind Chadha, Practicing Company Secretary (CP No. 3732) to act as the scrutinizer to scrutinize the poll and remote e-voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of the shareholders meeting, submit his report after consolidation of poll/e-voting to the Chairman of the Company. The results of the voting will be declared on or after the date of the AGM i.e. 12th day of August, 2019. The declared results will be available on the company's website www.chl.co.in and communicated to the Stock Exchange (BSE).
- (c) Pursuant to section 114 of the Companies Act, 2013 the Ordinary Resolutions mentioned above shall be declared as passed on the date of the declaration of the result if the number of votes cast in favor of, is more than the votes cast against, the resolution by the members.
- (d) In case of shareholders who are entitled to vote have not been able to exercise their right to vote by electronic means, in the larger interest of the shareholders, they can vote through Ballot Paper available at the venue of Annual General Meeting.
- (e) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company. The whole process shall be conducted and scrutinizer report thereon will be prepared in accordance with Section 109 at the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.
- (f) All documents referred to in the Notice and the accompanying Explanatory Statement and also the Register of Directors' and key Managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the registered office of the Company on all working days (except Sunday) between 11.00 A.M. to 1.00 P.M. up to the date of the meeting.
- (g) The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market for transaction of transfer, transmission/transposition and deletion of name of deceased holder. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agents, M/s Beetal Financial Computer Services Pvt. Ltd. Accordingly, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall furnish a copy of the PAN card to M/s Beetal Financial & Computer Services Pvt. Ltd.
- (h) The route map showing directions to reach to the venue of the 40th AGM is given elsewhere in the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 5**

Mr. Lalit Bhasin was appointed as Independent Director pursuant to sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 in the 35th Annual General Meeting of the Company held on 29th day of September, 2014 for a period of five years. His tenure will come to an end on 28th day of September, 2019. Pursuant to Section 149(10) & (11) of the Companies Act, 2013, he is eligible for re-appointment on passing a special resolution for another term up to five consecutive years.

Mr. Lalit Bhasin, an Independent Director of the Company, is a B.Com from Sri Ram College of Commerce, Delhi. He holds Directorships in numerous companies and has a vast experience in the field of financial services industry. He is the President of HB Charitable Society.

Considering the rich experience, leadership quality and his valuable contribution to the Company, the Board of Director recommends the approval by the Members.

Except Mr. Lalit Bhasin, none of the Directors and Key Managerial Personnel of the Company and their relatives concerned or interested, financial or otherwise in the resolution except to the extent they are the members of the company.

ITEM NO. 6

Mr. Subhash Ghai was appointed as Independent Director pursuant to sections 149, 150, 152 and other applicable provisions of Companies Act, 2013 in the 35th Annual General Meeting of the Company held on 29th day of September, 2014 for a period of five years. His tenure will come to an end on 28th day of September, 2019.

Pursuant to section 149(10) & (11) of the Companies Act, 2013, he is eligible for re-appointment on passing a special resolution for another term up to five consecutive years.

Mr. Subhash Ghai has attained the age of more than 75 years and pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a special resolution is required for re-appointment of the Director.

Mr. Subhash Ghai, an Independent Director of the Company, is a renowned, well known Film Director. He is an eminent and outstanding personality in film industry with more than 40 years of experience. He was honored by the United States Senate in October, 1996 for his achievement as

producer and director. He is the founder of 'Whistling Woods International'- an institute for film training. He is one of the prominent figures in the entertainment business and film industrial life of Mumbai.

The Board recommends the re-appointment of the aforesaid Independent Director for a term of another 5 (five) consecutive years in the ensuing Annual General Meeting, notwithstanding that he has attained the age of above 75 years.

Except Mr. Subhash Ghai, none of the Directors and Key Managerial Personnel of the Company and their relatives concerned or interested, financial or otherwise in the resolution except to the extent they are the members of the company.

ITEM No. 7

Mr. Yash Kumar Sehgal was appointed as an Independent Director pursuant to sections 149, 150, 152 and other applicable provisions of Companies act in the 35th Annual General Meeting of the Company held on 29th day of September, 2014 for a period of five years, whose tenures will come to an end 28th day of September, 2019.

Pursuant to section 149(10) & (11) of the Companies Act, 2013, he is eligible for re-appointment on passing a special resolution for another term up to five consecutive years.

Mr. Yash Kumar Sehgal has attained the age of more than 73 years and pursuant to the Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a special resolution is required for re-appointment of the Director for continuation of Directorship when he attains above the age of 75 years.

Mr. Yash Kumar Sehgal has vast experience in the field of finance. He held various positions at Commercial Bank of Kuwait for more than two decades in the past. He has a good expertise in framing policies and procedure for various services of the Bank.

The Board recommends the re-appointment of the aforesaid Independent Director for another term of 5 (five) consecutive years in the ensuing Annual General Meeting.

Except Mr. Yash Kumar Sehgal, none of the Director and Key Managerial Personnel of the Company and their relatives concerned or interested, financial or otherwise in the resolution except to the extent they are the members of the company.

ITEM No. 8

Securities and Exchange Board of India ("SEBI") has vide its notification No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 issued the SEBI (Listing Obligations and disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") to be effective from 1st April, 2019, save as otherwise specifically provided for in the Amendment Regulations. Regulation 17 (1A) of the Listing Regulations, which has been inserted by the Amendment Regulations, requires the listed entities to obtain approval of Shareholders by way of special Resolution to appoint or continue the Directorship of Non-Executive Directors who have attained the age of 75 Years..

Accordingly, a special resolution is being proposed to be passed by the members for continuation of holding office of Director by Mr. Ramesh Chandra Sharma, who is presently above the age of 75 (Seventy Five) years, till the end of his term, i.e. 17.09.2020 or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines."

Mr. Ramesh Chandra Sharma is an I.P.S. (Retd.) and former Director of Central Bureau of Investigation. He has rich and vast experience in the fields of public administration and information technologies. He is the President of Fore School of Management and Chairman of International Institute of Security & Safety Management. He holds directorships in various Companies. Considering his rich experience, the Board of Directors recommends the approval by the Members for continuation of directorship of Mr. Ramesh Chandra Sharma as an Independent Director, notwithstanding that he has attained the age of above seventy five years.

ITEM No. 9

In the 37th Annual General Meeting of the Company, Mr. Gagan Malhotra was reappointed as an Executive Director of the Company for a period of three years commencing from 01.04.2016 to 31.03.2019. He completed his current tenure on 31.03.2019. In the Board Meeting held on 05.02.2019 he was reappointed as an Executive Director of the Company for a further period three years beginning 01.04.2019 to 31.03.2022 subject to the approval in the ensuing Annual General Meeting.

Mr. Gagan Malhotra aged 51 years is a B.Sc. Degree holder from the University of Michigan, USA. He has a rich professional experience more than two decades and an expertise in business development, planning and strategic market plan execution. He is involved in the business development and corporate strategy of the Company and with his able direction, guidance and his supervision, the Hotel Project of our subsidiary company CJSC CHL International in Dushanbe, was successfully executed. The Hotel has been in operation since 2015.

The members of the Nomination and Remuneration Committee present in its meeting held on 05.02.2019 have recommended his appointment as an Executive Director and the remuneration as per the Companies Act, 2013.

Except Mr. Gagan Malhotra, none of the Directors and Key Managerial Personnel of the Company, or their relatives is concerned or interested in the resolution except to the extent that they are the members of the Company.