



NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of CHL Limited will be held on Friday the 12th day of August, 2016 at 12:30 P.M. at the Registered Office of the Company at Hotel The Suryaa, New Friends Colony, New Delhi 110 025 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, 2016 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, 2016 and the Reports of the Auditors thereon.
2. To appoint a Director in place of Mr. A. K. 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. Ratification of 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, the appointment of M/s G Rai & Co., Chartered Accountant, New Delhi (Firm Registration No. 001479N) as Auditors of the Company for a term of three years i.e. till the conclusion of the 38th Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 38th AGM of the Company to be held in the year 2017, at such remuneration as decided by the Board of Directors of the Company.

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, desirable or expedient to give effect to this resolution.

Special Business

5. **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 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, Mr. Alkesh Tacker (DIN:00513286) appointed as an Additional Director of the Company pursuant to the provisions of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and being eligible, offer himself for appointment and in respect of whom the Company has received a Notice in writing from a Member pursuant to the Provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Alkesh Tacker for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years not liable to retire by rotation.

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

RESOLVED THAT subject to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013, consent of the Members be and is hereby accorded to the re-appointment of Mr. Gagan Malhotra as an Executive Director of the company for a period of three years commencing from 01.04.2016 to 31.03.2019 and payment of remuneration and perquisites to him as follows:

Overall Remuneration:

Subject to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 and modification/ amendments thereof, if any, the remuneration payable to Managing Director, Joint 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. In any financial year during the tenure of Mr. Gagan Malhotra, if the Company has no profit or its profits are inadequate, the remuneration payable to Mr. Gagan Malhotra, of the Company shall be as per Schedule V of the Companies Act, 2013.



Within the aforesaid ceiling, the remuneration payable to Mr. Gagan Malhotra shall be as under w.e.f. 01.04.2016.

Basic Salary : Rs. 2,00,000 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 Rule, wherever applicable and in the absence of any such Rule, perquisites shall be evaluated at actual cost.

Miscellaneous Allowances : Rs. 30,000 P.M.

Provident Fund, Gratuity and Encashment of Leave: 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.

Entertainment /Travelling: Re-imbusement 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 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, desirable or expedient to give effect to this resolution.

By Order of the Board

Place: New Delhi
Date : 27th May, 2016

G.J. Varadarajan
Company Secretary

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 02.08.2016 to 12.08.2016 (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 205A the Companies Act 1956, Dividends declared for the financial year 2008-09 (Final Dividend), 2009-10 (Interim and Final Dividend), 2010-11 (Interim and Final Dividend), 2011-12 (Interim and Final Dividend) and 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 2008-09 will be transferred to Investors Education and Protection Fund in the month of October, 2016. As such it will not be possible to entertain dividend claim after September, 2016.
6. To promote green initiative, 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 2015-16 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 Tuesday, the 9th August, 2016 at 10.00 AM and ends on Thursday, the 11th August, 2016 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. 05.08.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the Meeting date would not be entitled to vote at the Meeting Venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com



- (iv) Click on “Shareholders”
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the “CHL LIMITED” on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat Account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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 respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - 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 cast 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 M/s. A. Chadha & Associates, Company Secretaries (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. Friday, the 12th August, 2016. 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 favour 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 including the draft letter of appointment proposed to be issued to the “Independent Directors” 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. upto 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 37th AGM is given elsewhere in the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5

Mr. Alkesh Tacker was appointed as an Additional Director w.e.f. 15.03.2016, by way of Resolution by Circulation passed by majority of the Directors of the Company and approved in the Board Meeting held on 27th May, 2016 and he holds the Office upto the date of this Annual General Meeting. Notice in writing from a member pursuant to section 160 of the Companies Act, 2013 has been received proposing his candidature. The notice received under section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the company during the business hours on any working day upto the date of the Annual General Meeting.

Mr. Alkesh Tacker, aged 58, is a graduate from Delhi University. He is holding the position of Managing Director in M/s CSI Telecom Pvt. Ltd. He has a very good grip in finance and has vast and rich experience in business in general. The Board Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company.

The Board recommends his appointment of the aforesaid Independent Director for a term of 5 (five) consequent years on the date of the Annual General Meeting i.e. on 12th August, 2016.

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

Item No. 6

In the 34th Annual General Meeting of the Company, Mr. Gagan Malhotra, as an Executive Director of the Company, was re-appointed for a period of three years commencing from 01.04.2013 to 31.03.2016 with a total remuneration of Rs.3,50,000/- per month. His tenure as an Executive Director of the Company comes to an end w.e.f. 01.04.2016.

Mr. Gagan Malhotra aged 48 years is a B.Sc. Degree holder from the University of Michigan, USA. He has a rich experience spanning more than two decades in the field of FMCG Distribution, Logistics, Agri Commodities, Construction as well as Project and Operational Management. He is involved in the business development and corporate strategy of the Company and under his able direction and guidance the Hotel Project at Dushanbe of CHL International, our subsidiary company has been successfully executed. Now it is in operation under the brand "Sheraton Dushanbe".

As per Part II, Section II of Schedule V of the Companies Act, 2013, wherein any Financial Year during the currency of a managerial person, a company has no profits or its profits are inadequate, remuneration payable to the Managerial Personnel shall not exceed Rs. 3,50,000/- P.M.

The Members of the Nomination and Remuneration Committee present in the meeting held on 9th February, 2016 have recommended his appointment as an Executive Director and the remuneration payable as per the Companies Act, 2013.

The Board recommends his reappointment w.e.f. 01.04.2016 for a period of three years.

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

By Order of the Board

Place: New Delhi
Date: 27th May, 2016

G.J. Varadarajan
Company Secretary

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT FORTHCOMING ANNUAL GENERAL MEETING
Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of the Director	Mr. A. K. Malhotra	Ms. Kajal Malhotra	Mr. Alkesh Tacker	Mr. Gagan Malhotra
Date of Birth	07.10.1949	22.09.1970	08.04.1958	04.09.1968
Nationality	Indian	Indian	Indian	Indian
Date of Appointment on the Board	15.07.1985	09.02.2015	15.03.2016	25.01.2010
Qualifications	Graduate	M.A. LLB	Graduate	B.Sc. from the University of Michigan, USA
Expertise in specific functional area	Hotelier and he has rich and vast business experience	Very good grip in Finance & Legal fields	Vast and rich experience in the varied fields of business	Expertise in Business Development, planning and execution
Number of shares held in the Company	4,000 equity shares of Rs. 2/- each	5,000 equity shares of Rs. 2/- each	20,125 equity shares of Rs. 2/- each	75,000 equity shares of Rs. 2/- each
List of the Directorships held in other companies*	Mela Hotels Ltd. Vastal Food Processing Industries Pvt. Ltd.	Malbros Holdings Pvt. Ltd. Kyjol Projects Pvt. Ltd. Sunkalp Portfolio Investments Pvt. Ltd.	CSI Telecom Pvt. Ltd U-Turn Promoters Pvt. Ltd.	Rache Overseas Pvt. Ltd.
Chairman/Member in the Committees of the Board of other companies in which he is a Director*	Nil	Nil	Nil	Nil
Relationship between Directors Inter-se	Brother of Dr. L.K. Malhotra	Daughter of Dr. L.K.Malhotra and Sister of Mr. Luv Malhotra	Nil	Nil

* Directorship includes Directorship of other Indian Public Companies and Committee memberships includes only Audit Committee and Stakeholders' Relationship Committee of other Indian Public Companies (whether listed or not).