



NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the members of CHL Limited will be held on Monday the **29th day of September, 2014 at 12.30 PM** 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 the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. D.V. Malhotra, (DIN 00072040) who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 G Rai & Co., Chartered Accountant, New Delhi (Firm Regn. No. 001479N) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 38th Annual General Meeting of the Company (subject to the ratification of the appointment at every Annual General Meeting) and at such remuneration as may be determined by the Board of Directors of the Company.

SPECIAL BUSINESS

4. 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 thereunder, Mr. Lalit Bhasin (DIN 00002114) holding the position of an Independent Director, who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment 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.
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 thereunder, Mr. Subhash Ghai (DIN 00019803) holding the position of an Independent Director, who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment 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 in accordance with the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 and any other rule made thereunder, Mr. Yash Kumar Sehgal (DIN 03641168) who was appointed as an Additional Director of the Company by the Board of Director w.e.f. 25.09.2013 holding the position of independent Directors and who holds the office upto the date of this Annual General Meeting as per the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member proposing the candidature of Mr. Yash Kumar Sehgal for the office of Director of the Company, be and is hereby elected and appointed as an Independent Director of the Company for a period of 5 (Five) consecutive years, not liable to retire by rotation.
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:
Resolved that in supersession of the resolution passed by the company in the 30th Annual General Meeting, held on 23rd September, 2009, in relation to the exercise of borrowing power, the consent of the company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to borrow any sum or sums of money from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already

borrowed by the company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided, however, the total amount so borrowed by the Board of Directors, shall not exceed Rs. 1000 Crore, (Rupees One Thousand Crore only).

Resolved further that the Board of Directors of the company be and is hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution.

Resolved further that pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging, on such terms and conditions as may be agreed upon, all or any part of the immovable assets of the Company, wheresoever situate both present and future or floating charge on all or any movable properties of the Company, wheresoever situate both present and future (subject to mortgages/charges/hypothecations/created/to be created by the existing lenders) together with the power to take over the management of the business and concern of the Company in certain events in favour of Banks, Financial Institutions, any other Lenders or Debenture Trustees to secure the amounts borrowed/to be borrowed by the Company from time to time for the due payment of the principal together with interest costs, charges, expenses and all other moneys payable by the Company in respect of such borrowings upto a maximum of Rs. 1000 Crore (Rupees One Thousand Crore only).

Resolved further that the Board of Directors (hereinafter referred to as the "Board" which term shall include any "Committee of the Board" for the time being) be and is also authorized to finalize with the secured lenders the documents for creating the aforesaid mortgage and/or charge and to do all such acts and deeds as may be necessary for giving effect to this resolution.

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

RESOLVED that in supersession of the resolution passed by the company in the 30th Annual General Meeting held on 23rd September, 2009 the consent of the company be and is hereby accorded to Board of Directors, under section 186 of the Companies Act 2013, to make any loan, give any guarantee or provide security in connection with a loan made by any other persons to, or to any other persons by, any body corporate and acquire, by way of subscription, purchase or otherwise the securities of any other bodies corporate in excess of 60% of paid up share capital and free reserves or 100% of free reserves of the company, in their absolute discretion deem beneficial and in the interest of the company up to the aggregate amount of Rs. 1000 Crore, (Rupees One Thousand Crore only)

Resolved further that the Board of Directors of the company be and is hereby authorised to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to this resolution.

9. 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 Section 5 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution.

By Order of the Board

Place: New Delhi
Date : 9th August, 2014

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. 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 25.09.2014 to 29.09.2014 (both days inclusive).
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacting at the meeting is annexed hereto.
4. As per the provisions of Section 205A the Companies Act 1956, Dividends declared for the financial year 2006-07 (Final Dividend), 2007-08 (Interim and Final Dividend), 2008-09 (Interim and 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 2006-2007 to be transferred to Investors Education and Protection Fund in the second week of August, 2014. As such it will not be possible to entertain dividend claim after August, 2014.
6. 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.
7. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the company electronically.**
8. Member wishing to obtain the information about the Company or view the Annual Report of the Company for the Financial Year ended 31.03.2014 may visit the company's website www.chl.co.in.
9. **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.**
10. Members/Proxies should fill in the Attendance Slip for attending the meeting.

e-voting:

11. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the shareholders have been provided e-voting facility to exercise their right to vote at the General Meeting by electronic means. The company is offering e-voting option to all the shareholders. For this purpose, the company has signed an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable shareholders to cast their votes for all the items of business in the notice electronically.

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<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.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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 mandatory 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.

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

(x) Click on the EVSN for the "CHL LIMITED" on which you choose to vote.

(xi) 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.

(xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) 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.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) 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.



- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.**

Voting Period :

- (B) The voting period begins on Monday, the 22nd September, 2014 at 10.00 AM and ends on Wednesday, the 24th September, 2014 at 6.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (C) 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.**
- (D) In case of any query you may refer to the frequently asked questions for shareholders and e-voting user manual for shareholders available under the download sections of CDSL's e-voting website www.evoting.cdsl.com.**
- (E) General Information**
- (a) Every client ID No./Folio No. shall have 1 (one) e-voting right irrespective of the joint-holders.
- (b) Voting rights shall be reckoned on the paid up value of share registered in the name of the member as on 22nd August, 2014.
- (c) E-voting rights cannot be exercised by a proxy.
- (d) Mr. Arvind Chadha, Proprietor of M/s A.Chadha & Associates, Company Secretaries, (CP No. 3732) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner and make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
- (e) The results of the e-voting will be declared on or after the date of the AGM i.e. Monday, 29th September, 2014. The declared results will be available on the company's website www.chl.co.in and communicated to the Exchanges.
- (f) 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 is more than the votes cast against.
- (g) 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, the Chairperson of the Company may order a poll on his own motion or on demand at the meeting in terms of Section 109 of the Companies Act, 2013 for all the businesses specified in the notice.
- (h) For abundant clarity in the event of poll, please note that the shareholders who have exercised their rights to vote by electronic means shall not vote by way of poll at the meeting.
- (i) 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.
- (j) 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” shall be open for inspection at the registered office of the Company on all working days (except Saturday) between 11.00 A.M. to 1.00 P.M. upto to the date of the meeting.

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

Item No. 4 & 5

Mr. Lalit Bhasin and Mr. Subhash Ghai have been acting as Independent Directors on the Board of the Company and they are liable to retire by rotation in the ensuing Annual General Meeting. Sub Section (10) of Section 149 of the Act requires

appointment of Independent Directors who shall hold office for a term of 5 (Five) consecutive years on the Board of the Company and shall be eligible for re-appointment on passing a Special Resolution by the Company. Sub Section (11) of the said Section provides that no Independent Director shall hold office for more than 2 (two) consecutive years.

In view of the above, the aforesaid Independent Directors who are already on the Board of the Company need to be appointed for a term of 5 (five) consecutive years from the date of the Annual General Meeting i.e 29.09.2014. The Board at its meeting held on 09.08.2014, after obtaining declaration from the above said Directors and after satisfying itself about independent of the above said Directors under Section 149(6) of the Act and the Listing Agreement, recommended the appointment of the aforesaid Directors as Independent Directors on the Board for a term of 5 (five) consecutive years.

The brief resume and nature of expertise of the aforesaid Independent Directors are given below:

Mr. Lalit Bhasin

Mr. Lalit Bhasin, an Independent Director of the Company, is a B.Com from Sri Ram College of Commerce, Delhi. He serves as partner at Bhasin & Co. as well as the Chairman of H.B. Estate Developers Ltd., H.B. Portfolio Ltd., H.B. Stock Holdings Ltd., H.B. Leasing & Finance Co. Ltd. and RRB Securities Ltd. He holds numerous Directorships in other companies and has a vast experience and well known in the field of financial services industry. He is the President of HB Charitable Trust.

Mr. Subhash Ghai

Mr. Subhash Ghai, an Independent Director of the Company, is a renowned and well known and leading Film Director. He is an eminent and outstanding personality in film industry with 36 years of experience. He venture into selling films directly top the overseas clients through his film Saudagar in the year 1991. He has been honoured 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 of figures in the entertainment business and film industrial life of Mumbai.

The Board recommends the appointment of the aforesaid Independent Directors for a term of 5 (five) consecutive years on the date of the Annual General Meeting i.e. 29.09.2014.

Except Mr. Lalit Bhasin and Mr. Subhash Ghai being appointees, 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. Yash Kumar Sehgal, an Independent Director was appointed as an Additional Directors in the Board Meeting held on 25.09.2013 and he holds the office upto the date of this Annual General Meeting. Notice in writing from a member proposing the candidature of Mr. Yash Kumar Sehgal for the office of Director of the Company has been received. 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 appointment of the aforesaid Independent Directors for a term of 5 (five) consecutive years on the date of the Annual General Meeting i.e. 29.09.2014.

Except Mr. Yash Kumar Sehgal, being an appointee, 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. 7 & 8

In the 30th Annual General Meeting of the company, the Board of Directors of the company was authorized to borrow monies not exceeding Rs. 600/- Crore and to invest in securities of any body corporate and for giving guarantee not exceeding Rs. 600 Crore.

The increasing business operation and future growth plans of the company would necessitate restructuring of the borrowing limits by empowering the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid up capital of the company and its free reserves but not exceeding Rs.1000 Crore.

The borrowings of the company in general are required to be secured by suitable mortgage and/or immovable properties



of the company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time in consultation with the lender(s).

The mortgage and/or charge by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the company in favour of the lender(s) /agent(s) /trustees, with a power to take over the management of the business and concern of the company in certain events of default by the company may be regarded as disposal of the company's undertaking(s) within the meaning of Section 180(1)(a) of the Companies Act, 2013.

The Company is proposing to make substantial investments. Your Company is looking for the best areas for the investment, apart from it, for renovation purpose and for the working capital, company may require fund to the tune of Rs.1000 Crore.

Accordingly the Board recommends the passing of the special resolution as set out in the Item No. 7 & 8 of the Notice.

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. 9

The existing Articles of Association (AoA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association (AoA) are no longer in conformity with the Act.

The Companies Act, 2013 is now largely in force. On 12.09.2013, the Ministry of Corporate Affairs (MCA) had notified 98 Sections for implementation. Subsequently, on March, 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction/confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares(section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including inter-alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered values (Section 247). However, substantive sections of the Act, which deal with the general working of companies stand notified.

With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the company require alteration or deletion in several Articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on table 'F' of the Act which sets out the model AoA for a company limited by shares. Shareholder's attention invited to certain salient provisions in the new draft AoA of the Company viz.

- (a) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists.
- (b) The nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares.
- (c) New provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized.
- (d) New provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors/Key managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 9 of the Notice.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

By Order of the Board

Place: New Delhi
Date: 9th August, 2014

G.J. Varadarajan
Company Secretary

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (PURSUANT TO CLAUSE 49 IV(G)(i) OF THE LISTING AGREEMENT)

Name of Director	Age	Original Date of Appointment	List of other Companies in which Directorship held including other Board Committee Members	Remarks
Mr. D.V. Malhotra DIN No. 00072040	75 Years	15.07.1985	Nil	Non-executive Non-Independent Director, retires by rotation, offer himself for reappointment.\ Shares held - 892240 equity shares of Rs. 2/- each. Related to (a) Mr. L.K. Malhotra, CMD (b) Mr. A.K. Malhotra, Director
Mr. Subhash Ghai DIN No. 00019803	71 Years	29.11.1997	1. Mukta Arts Limited – Chairman & Managing Director 2. Whistling Woods International Limited 3. Connect 1 Ltd 4. Mukta V N Films Limited 5. Mukta Tele Arts Pvt. Ltd. 6. Coruscant Tec Pvt. Ltd.	Independent Director, retires by rotation, now being appointed for a period of five years at the forthcoming Annual General Meeting Shares held - Nil
Mr. Lalit Bhasin DIN No. 00002114	46 years	27.01.2011	1. HB Leasing & Finance Co. Ltd 2. HB Stockholdings Ltd. 3. HB Portfolio Ltd. 4. HB Estate Developers Ltd. 5. RRB Securities Ltd. 6. Taurus Asset Management Co. Ltd. 7. Har Sai Investments Ltd. 8. HB Securities Ltd. 9. RRB Master Securities Delhi Ltd. 10. CHL (South) Hotels Ltd 11. Raja Ram Bhasin Share & Stock Brokers Ltd. 12. Bhasin Share & Stock Brokers Ltd. 13. AHL Hotels Ltd. 14. Mansingh Hotels & Resorts Ltd. 15. HB Financial Consultants Pvt.Ltd. 16. HBB Properties Pvt. Ltd. 17. RRB House Finance Pvt. Ltd. 18. Pal Properties (India) Pvt. Ltd. 19. ALMR Gem & Trading Pvt. Ltd. 20. Parsvnath HB Projects Pvt. Ltd Audit Committee 1. HB Leasing & Finance Co Ltd – Member 2. Mansingh Hotels & Resorts Ltd – Member Investors’ Grievances Committee Grievances Committee 1. RRB Securities Ltd Member 2. HB Leasing & Finance Co Ltd – Member	Independent Director, retires by rotation, now being appointed for a period of five years at the forthcoming Annual General Meeting. Shares held - Nil

Note : Excluding Foreign and Company registered under section 25 of the Companies Act 1956.



**PROXY FORM
CHL LIMITED**

Hotel The Suryaa, New Friends Colony, New Delhi-110025
Tel +91 11 26835070, 47808080, Fax: +91 26837758, 47808081
www.chl.co.in, E-mail cs@chl.co.in, CIN No. L55101DL1979PLC009498

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

I/We, being the Member(s) holding shares of the above named company, hereby appoint

(1) Name Address or failing him/her
Email ID Signature

(2) Name Address or failing him/her
Email ID Signature

(3) Name Address or failing him/her
Email ID Signature

As my/our proxy to attend and vote (on a poll) to me/us and on my/our behalf at the 35th Annual General Meeting to be held on Monday, the 29th September, 2014 at 12.30 PM at Hotel The Suryaa, New Friends Colony, New Delhi 110 025 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolution	For	Against
1.	Adoption of Annual Accounts for the financial year ended 31st March, 2014 together with the reports of Board and Auditors thereon		
2.	Appoint a Director in place Mr. D.V. Malhotra, who retires by rotation and being eligible offers himself for re-appointment		
3.	Re-appointment of Auditors and fixation of remuneration.		
Special Business			
4.	Appointment of Mr. Lalit Bhasin as an Independent Director		
5.	Appointment of Mr. Subhash Ghai as an Independent Director		
6.	Appointment of Mr. Yash Kumar Sehgal as an Independent Director		
7.	Empowering the Board of Directors for borrowing to an amount not exceeding Rs. 1000 Crore and for creation of charges		
8.	Empowering Board of Directors for investment not exceeding Rs. 1000 crore		
9.	Adoption of new Articles of Association in conformity with Companies Act 2013		

Signed this day of 2014

Member's Folio/DP ID-Client ID No.

Signature of Proxy holders (s)..... Signature of Shareholder

Affix
Revenue
Stamp not
less than 15
paise

Note :

- I. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before commencement of the meeting.
- II. For the Resolutions, Explanatory Statements and Notes please refer to the Notice of 35th Annual General Meeting.
- III. It is optional to put "..." in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- IV. Please complete all details including details of the Member(s) in the box before submission.

**ATTENDANCE SLIP
CHL LIMITED**

Hotel The Suryaa, New Friends Colony, New Delhi-110025
Tel +91 11 26835070, 47808080, Fax: +91 26837758, 47808081
www.chl.co.in, E-mail cs@chl.co.in, CIN No. L55101DL1979PLC009498

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company at Hotel the Suryaa, New Friends Colony, New Delhi 110 025 at 12.30 PM on Monday, the 29.09.2014

Member's Folio/DP-Client ID

Member's proxy name in Block Letters

Member's Proxy's signature

Note:

- I. Please complete the Folio/DP- Client ID- No. name and sign the Attendance Slip and hand it over the Attendance Verification center at the ENTRANCE OF THE MEETING HALL.
- II. Members holding shares in physical form are requested to advise their change in their address if any, to Beetal Financial & Computer Services Pvt. Ltd, Beetal House, 3rd Floor, 99, Madangir, behind Local Shopping Centre, New Delhi 110 062. Quoting their Folio Numbers, Members holding shares in electronic form may update such a details with their respective Depository Participant(s).
- III. Members are requested to bring this slip along with them as duplicate slips will not issued at the venue of the meeting.