



CHL LIMITED

New Friends Colony, New Delhi 110 025
T +91 11 2683 5070, 4780 8080
F +91 11 2683 7758, 4780 8081

CHL/SECT/BSE/2024

03rd October, 2024

**The Asstt. General Manager
BSE Limited
25th Floor, P J Towers
Dalal Street
Mumbai 400 001**

SCRIP CODE 532992

Dear Sir,

Please find enclosed herewith proceedings of the 45th Annual General Meeting of CHL Limited held on Friday, the 27th September, 2024.

Thanking you,

**Your faithfully
For CHL LIMITED**

**Dinesh Kumar Maurya
Company Secretary
M.No.35880**



The Suryaa New Delhi
(A Unit of CHL Ltd.)
ISO 22000 : 2018 CERTIFIED
www.thesuryaa.com
Email : chl@chl.co.in
CIN : L55101DL1979PLC009498





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PROCEEDINGS OF THE 45TH ANNUAL GENERAL MEETING OF CHL LIMITED HELD ON FRIDAY THE 27TH SEPTEMBER, 2024 AT 12:30 PM THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS. THE VENUE OF THE MEETING IS DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY AT HOTEL THE SURYAA, NEW FRIENDS COLONY, NEW DELHI 110025.

PRESENT:

- | | | |
|----|-----------------------|--------------------------------|
| 1. | Mr. Luv Malhotra | Chairman and Managing Director |
| 2. | Mr. Gagan Malhotra | Executive Director |
| 3. | Ms. Kajal Malhotra | Director |
| 4. | Mr. Lalit Bhasin | Director |
| 5. | Mr. Yash Kumar Sehgal | Director |



There were 39 members attended through video conference / other audio visual means.

In attendance: Mr. Dinesh Kumar Maurya, Company Secretary
Mr. Gopal Prasad, Chief Financial Officer

The meeting was held in compliance with the General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021, 02/2022, 10/2022 and 09/2023 dated 08th April 2020, 13th April 2020, 05th May 2020, 13th January 2021, 05th May 2022, 28th December 2022 and 25th September 2023 respectively issued by the Ministry of Corporate Affairs ("MCA Circular/s") and circular dated May 12, 2020, May 13, 2022, circular dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred to as 'SEBI Circulars') and Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Circulars") and the applicable provisions of the Companies Act 2013 and the Rules made thereunder.

At the scheduled time for the commencement of the meeting, the Chairman of 45th Annual General Meeting, Mr. Luv Malhotra took the Chair. Mr. Dinesh Kumar Maurya, Company Secretary has been authorized by the Board of Directors of the company to carry out the proceedings of the meeting. Thereafter, the Company Secretary announced the presence of quorum for the meeting with the consent of the chair.

The Company Secretary announced that as per the provisions of the Companies Act, 2013 and Regulation 44 of the Listing Regulation, the Company provided the facility of

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e-voting to the Shareholders of the Company to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 45th Annual General Meeting (AGM). The remote e-voting was open from 24th September 2024 at 10:00 A.M. to 26th September, 2024 up to 5:00 P.M. and through e-voting system during the AGM using the platform provided by Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL).

Mr. Arvind Chadha, Proprietor of M/s A Chadha & Associates, Company Secretaries, (CP No.3732) has already been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting offered to the Shareholders.

Thereafter, Company Secretary requested the Chairman to address the members. The Chairman welcomed the members to the 45th Annual General Meeting of the Company. The Notice convening the 45th Annual General Meeting and the Directors' Report to the Members was, with the permission of the members present through video conference / other audio visual means, taken as read.

The Company Secretary read out the Chairman's Speech with the consent of Chairman. Thereafter, the business listed in the Notice as circulated to the members was transacted through e-voting.

1. TO RECEIVE, CONSIDER AND ADOPT

- (a) The Audited Standalone Financial Statements of the Company for the Financial year ended 31st March, 2024 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, 2024 and the Reports of the Auditors thereon.**

Mode of voting: E-voting

RESOLVED AS AN ORDINARY RESOLUTION THAT the Audited Financial Statements (Audited Standalone Statements and Audited Consolidated Financial Statements) of the Company for the year ended 31st March, 2024 including Audited Balance Sheets for the year ended 31st March, 2024 and the Statements of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors along with the Corporate Governance Report thereon, be and are hereby received, approved and adopted.



A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text: "CHL LIMITED" at the top, "HOTEL THE SURYAA" in the center, "NEW DELHI" at the bottom, and two small stars on either side of the central text.

2. **REAPPOINTMENT OF A DIRECTOR IN PLACE OF MS. KAJAL MALHOTRA, (DIN: 01319170) WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HERSELF FOR RE-APPOINTMENT.**

Mode of voting: E-voting

RESOLVED AS AN ORDINARY RESOLUTION THAT Ms. Kajal Malhotra, (DIN: 01319170) Director of the company, who retires by rotation at this meeting, being eligible and offers herself for reappointment, be and is hereby reappointed as a Director of the company who is liable to retire by rotation.

3. **REAPPOINTMENT OF M/S DGA & CO., CHARTERED ACCOUNTANTS, NEW DELHI (FIRM REGISTRATION NO. 003486N) AS AUDITORS OF THE COMPANY FOR A PERIOD OF ONE YEAR TO HOLD OFFICE FROM THE CONCLUSION OF THE 45TH ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE 46TH ANNUAL GENERAL MEETING OF THE COMPANY.**

Mode of voting: E-voting

RESOLVED AS AN ORDINARY RESOLUTION THAT pursuant to the provisions of Section 139 and other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s DGA & Co., Chartered Accountants, New Delhi (Firm Registration No. 003486N) be and are hereby re-appointed as Auditors of the company for a period of one year to hold office from the conclusion of the 45th Annual General Meeting till the conclusion of the 46th Annual General Meeting of the Company and at such remuneration as may be determined 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, usual, proper or expedient to give effect to the aforesaid resolution.

4. **APPOINTMENT OF MR. RAKESH MATHUR (DIN: 02285801) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

RESOLVED AS SPECIAL RESOLUTION THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time ("the act") read with Schedule IV of the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), **Mr. Rakesh Mathur (DIN: 02285801)**, who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on




August 13, 2024 in terms of Section 161(1) of the Act and Article Number 81(6) of Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from September 29, 2024, to hold office for a term of five consecutive years i.e. from September 29, 2024 to September 28, 2029.

5. APPOINTMENT OF MR. ASHISH KAPUR (DIN: 00002320) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

RESOLVED AS SPECIAL RESOLUTION THAT pursuant to the provisions of sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) as amended from time to time (“the act”) read with Schedule IV of the Act and Regulation 16(1)(b), Regulation 25(2)(A) and any other applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), **Mr. Ashish Kapur (DIN: 00002320)**, who was appointed as an Additional Director of the Company by the Board of Directors in terms of Section 161(1) of the Act and Article Number 81(6) of Articles of Association of the Company and whose term of office expires at this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in the Act and SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from September 29, 2024, to hold office for a term of five consecutive years i.e. from September 29, 2024 to September 28, 2029.

Thereafter, Members present interacted with Chairman through video conference/ other audio visual means and replied all the queries that were raised by the members.

The Chairman informed the members that voting on the NSDL platform would continue for another 15 minutes to enable the members to cast their votes electronically.

The result of the voting was declared on Monday, 30th September, 2024, based on the report of the Scrutinizers dated 30th September, 2024. All the aforesaid resolutions were passed with requisite majority on 30th September, 2024.

There being no other item on the agenda, the meeting concluded at 12:50 PM with a vote of thanks to the Chair.

A blue ink handwritten signature, appearing to be "Ashish Kapur", written over the printed word "CHAIRMAN".

CHAIRMAN