

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the Members of M/s. Country Condo's Limited will be held on **Monday, the 27th day of September, 2021 at 02.00 P.M.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following Business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To receive, consider and adopt the Audited Financial Statements (Balance Sheet, Profit & Loss and Cash Flow Statement) of the Company for the Financial Year ended March 31, 2021, together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Director:

To appoint a Director in place of Smt. Y. Manjula Reddy (DIN: 00115485), Director who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

3. To Re-appoint Sri D. Krishna Kumar Raju (DIN: 00115553) as Vice-Chairman & CEO:

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

"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Rules made thereunder and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Regulation 17 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the Company and pursuant to the recommendations of the Nomination and Remuneration Committee and such other approvals, permissions and sanctions as may be required, the Consent of the Members of the Company be and is hereby accorded for Re-appointment of Sri D. Krishna Kumar Raju (DIN: 00115553), as the Vice- Chairman & Chief Executive Officer of the Company for a period of 3 (three) years commencing from February 13, 2021, and at such remuneration perquisites and benefits for a period of 3 years from the date of re-appointment upto 12th February, 2024 who is not liable to retire by rotation on the following terms and conditions:

- A) Salary of ₹ 3,00,000/- (Rupees Three Lakhs Only) per month. This includes dearness allowance and all other allowances not otherwise specified herein.
- B) In addition, the Vice-Chairman & CEO shall be entitled to the following:
 - I. Perquisites as under not exceeding ₹ 30,000/- per month:
 - a) Housing: Rent-free accommodation will be provided to him from whom 10% of his salary shall be recovered. In case no accommodation is provided by the Company, house rent allowance at 60% of the salary shall be paid. In addition, he shall be allowed free use of the Company owned furniture and other consumable durables, if required.
 - b) The expenditure incurred by him for gas, electricity, water and furnishings shall be reimbursed by the Company.
 - c) All medical expenses incurred by him shall be reimbursed.

- d) Fees of Club shall be reimbursed subject to the maximum of two clubs; Admission Fees and Life Member Fees shall not be reimbursed.
- e) Personal accident insurance - the premium of which shall not exceed Rs.5000/- per annum.
- f) Contribution to the provident fund, superannuation fund, annuity fund to the extent the same are not taxable under the Income Tax Act, 1961.
- g) Provision of Car with driver for use on Company's business and Mobile phone and Telephone at residence and expenditure incurred on Traveling shall be reimbursed by the Company.

OTHER BENEFITS:

- i) Gratuity is payable at a rate not exceeding Half Month Salary for each completed year of Service.
 - ii) Encashment of earned leave at the rate of 30 days per annum at the end of his tenure.
 - iii) Leave travel concession for him will be allowed once in a year as may be decided by the Board.
- II. Commission:** He shall be paid performance based commission up to 5% (Five Percentage) (including salary and perquisites hereafter stated) of the net profits calculated in accordance with Section 198 of the Companies Act, 2013 for each financial year commencing from 13th February, 2021.

Mr. Datla Krishna Kumar Raju will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as in force from time-to-time.

RESOLVED FURTHER THAT the aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion may pay to the Executive Vice-Chairman & CEO from time-to-time, shall not exceed the limits prescribed from time-to-time under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, including any amendment(s), statutory modification(s) or re-enactment(s) thereof as may for the time being in force.

RESOLVED FURTHER THAT in case of absence or inadequacy of Profits during any financial year during the tenure of office of Sri D. Krishna Kumar Raju, Vice-Chairman & Chief Executive Officer, the above remuneration shall be payable subject to the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution, and to settle any question, or doubt that may arise in relation thereto.

RESOLVED FURTHER THAT a copy of this resolution be forwarded to the Concerned Department/person or their authorized representative duly signed by any of the Directors or Company Secretary of the Company."

4. To Re-Appoint Sri K. Subramanyam Raju (DIN: 00094663) as an Independent Director of the Company:

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, 152 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Schedule IV to the said Act 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) and Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Sri K. Subramanyam Raju (DIN: 00094663), who was appointed as an Independent Director of the Company at the 30th Annual General Meeting of the Company and holds office up to 27th September, 2021 and who being eligible for re-appointment as

an Independent Director of the Company has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term up to five consecutive years commencing from 28th September, 2021 to 27th September, 2026, not liable to retire by rotation.”

**BY ORDER OF THE BOARD OF DIRECTORS
For COUNTRY CONDO'S LIMITED**

**PLACE: HYDERABAD
DATE: 23-08-2021**

**D. KRISHNA KUMAR RAJU
VICE-CHAIRMAN & CEO
DIN: 00115553**

Notes:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No.02/2021 dated January 13, 2021 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“the Companies Act” or “the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM. Central Depository Services (India) Limited (‘CDSL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at below and is also available on the website of the Company at www.countrycondos.co.in.
2. Pursuant to the Provisions of the Act, a Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 08, 2020, through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 31, 2020 and January 13, 2021, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will

not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.countrycondos.co.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and General Circular No. 39/2020 dated December 31, 2020. In continuation of this Ministry's General Circular No. 20/2020, dated May 05, 2020 and after due examination, it has been decided to allow Companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in Paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA General Circular No. 02/2021 dated January,13,2021.
8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to Item Nos. 3 & 4 of the Notice set out above is annexed hereto. The Board of Directors have considered and decided to include Item Nos. 3 & 4 given above as Special Business in the forthcoming AGM, as they are unavoidable in nature and forms part of this Notice.
9. 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 to the Members electronically without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 27, 2021. Members seeking to inspect such documents can send an email to info@countrycondos.co.in.
10. Institutional / Corporate Shareholders (i.e., other than individuals / HUF / NRI, etc.,) are required to send a scanned copy (PDF/JPG Format) of its Board or Governing Body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent by email through its registered email address to info@countrycondos.co.in with a copy marked to info@aarthiconsultants.co.in.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 19th September, 2021 to Monday, 27th September, 2021 (both days inclusive).
12. Shareholders holding shares in physical form may write to the Company/Company's R&T agents for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.
13. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. 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 Company/Registrar and Share Transfer Agents (Unit: M/s. Aarthi Consultants Private Limited)
14. In consonance with the Company's sustainability initiatives and Regulation 36 of the SEBI (LODR) Regulations, 2015, the Company is sharing all documents with Shareholders in the electronic mode, wherever the same has been

agreed to by the shareholders. Further The Ministry of Corporate Affairs (vide Circular Nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a 'Green Initiative in Corporate Governance' and allowed Companies to share documents with its shareholders through an electronic mode. Shareholders are requested to support this green initiative by registering / updating their e-mail addresses for receiving electronic communications. Members holding shares in the same name under different ledger folios are requested to apply for consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Private Limited, Share Transfer Agents of the Company for their doing the needful.

15. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LADNRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the Members of the Company are requested to dematerialize their shareholding to avail the benefits of dematerialization. Only the requests for transmission and transposition of securities in physical form, will be accepted by the RTA.
16. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
17. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
18. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transmission/transposition, Demat/Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
19. In terms of Section 72 of the Companies Act, 2013, a Member of the Company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the Company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
20. The Companies Equity shares are listed at BSE Limited and National Stock Exchange of India Limited and the listing fee for the FY 2021-22 has been paid.
21. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, No Resolution is proposed for a Ratification of Appointment of Auditors, who were appointed in the 30th Annual General Meeting held on 28th September, 2017.
22. Details of Directors retiring by rotation / seeking re-appointment at the ensuing Annual General Meeting are provided as an Additional Information required to be furnished under Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India, to this Notice.
23. In terms of the provisions of Section 152 of the Act, Smt. Y. Manjula Reddy, Director of the Company retire by rotation at the ensuing AGM. Nomination and Remuneration Committee and the Board of Directors of the Company recommends her appointment. Further Smt. Y. Manjula Reddy is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. Smt. Y. Manjula Reddy, Director being related to Sri Y. Rajeev Reddy, Sri Y. Siddharth Reddy and Sri Y. Varun Reddy may be deemed to be interested in the resolution set out at Item No. 2 of the Notice. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of the Notice.
24. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the Financial Statements including Report of Board of Directors, Auditor's Report or other documents required to be attached therewith and the Notice of AGM

are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories / Depository Participant(s). The Registered Office of the Company shall be deemed to be the venue for the AGM.

25. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

26. Instructions for e-voting and joining the AGM are as follows:

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

- (i) The voting period begins on Friday, September 24, 2021 (9:00 A.M. IST) and ends on Sunday, September 26, 2021 (5:00 P.M. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, September 18, 2021 i.e. cut-off date (record date) 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) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their Mobile Number and Email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual Shareholders holding securities in Demat mode CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible Companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &



	<p>voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a Mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a Mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

COUNTRY CONDO'S LIMITED



Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical Shareholders and Shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical Shareholders and other than Individual Shareholders holding shares in Demat.	
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	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. <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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 linked in the login 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.
 - Alternatively Non Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly Authorized Signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@countrycondos.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The Procedure for attending Meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend Meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 (three) days prior to Meeting** mentioning their Name, Demat Account Number/Folio Number, Email Id, Mobile Number at info@countrycondos.co.in. The Shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 (two) days prior to Meeting** mentioning their Name, Demat Account Number/Folio Number, Email Id, Mobile Number at info@countrycondos.co.in. These queries will be replied to by the Company suitably by email.
8. Those Shareholders who have registered themselves as a Speaker will only be allowed to express their views/ask questions during the Meeting.
9. Only those Shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the Shareholders through the e-voting available during the EGM/AGM and if the same Shareholders have not participated in the Meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the Meeting is available only to the Shareholders attending the Meeting.

C. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

1. For Physical Shareholders - please provide necessary details like Folio No., Name of Shareholder, Scanned Copy of the Share Certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@countrycondos.co.in (Company's Email ID) / info@aarthiconsultants.com (RTA Email ID).
2. For Demat Shareholders - Please update your Email Id & Mobile No. with your respective Depository Participant (DP)
3. For Individual Demat Shareholders – Please update your Email Id & Mobile No. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

COUNTRY CONDO'S LIMITED



If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

27. The Company has appointed M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676 and CP No. 8415), Practicing Company Secretary, to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
28. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.countrycondos.co.in and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the National Stock Exchange of India Limited and BSE Limited.
29. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evotingindia.com to reset the password.
30. The results of the electronic voting shall be declared to the Stock Exchanges by September 29, 2021. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.countrycondos.co.in and on the website of CDSL <https://www.evotingindia.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
31. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 27, 2021 through email on info@countrycondos.co.in. The same will be replied by the Company suitably.

**BY ORDER OF THE BOARD OF DIRECTORS
For COUNTRY CONDO'S LIMITED**

**PLACE: HYDERABAD
DATE: 23-08-2021**

**D. KRISHNA KUMAR RAJU
VICE-CHAIRMAN & CEO
DIN: 00115553**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT,
2013 (“the Act”):**
Item No. 3:

Sri D. Krishna Kumar Raju, was appointed as the Vice-Chairman & CEO by the Members of the Company at the 27th Annual General Meeting held on 30th September, 2014 for a period of 5 years w.e.f August 10, 2014. Subsequently the Members at the 29th Annual General Meeting held on 30th September, 2016 have ratified the resolution and re-appointed Sri D. Krishna Kumar Raju as the Vice-Chairman & CEO for a period of 5 years commencing from February 13, 2016 upto February 12, 2021.

He is the Executive Director of the Company and he has been working with complete dedication, hard work and effective leadership.

The Board reviewed the performance achieved by the Company under his leadership and appreciated the same. Further in order to avail his uninterrupted services for the growth of the Company, and upon the recommendations made by the Nomination and Remuneration Committee, the Board has proposed to reappoint him as the Vice-Chairman & CEO of the Company for a further period of 3 years w.e.f 13th February, 2021 to 12th February, 2024 on the such terms and conditions as mentioned in the resolution.

The Board at its meetings held on February 12, 2021, subject to the approval of members, had approved the re-appointment of and remuneration payable to Mr. Datla Krishna Kumar Raju as Whole Time Director designated as Executive Vice-Chairman and Chief Executive Officer respectively of the Company for a period of three years with effect from February 13, 2021 to February 12, 2024.

The Nomination & Remuneration Committee and Board of Directors of the Company at their Meetings held on February 12, 2021 have inter alia recommended above Resolution for approval of the Members by means of Special Resolution.

Pursuant to section 196 of the Companies Act, 2013 re-appointment of the Directors can be made upto a period of one year before expiry of his term.

The re-appointment of Sri D. Krishna Kumar Raju, as Vice-Chairman & CEO of the Company requires the approval of Members in General Meeting pursuant to Section 196 of the Companies Act, 2013.

I. GENERAL INFORMATION:

1	Nature of industry	REAL ESTATE & HOSPITALITY		
2	Date or expected date of commencement of commercial production	Commercial Operations of the Company have started during the year 2006		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators	2020-21 (in Lakhs)	2019-20 (in Lakhs)	2018-19 (in Lakhs)
	Income from Operations (Gross)	1244.21	1788.89	2033.09
	Profit/Loss Before tax	63.11	84.35	75.51
	Profit /Loss after Tax	46.91	62.14	52.27
5	Foreign investments or collaborations, if any	NIL		

II. INFORMATION ABOUT THE WHOLE-TIME DIRECTORS:**1. Background details:**

Mr. D. Krishna Kumar Raju, 64 years, is the CEO of the Company w.e.f 10th August, 2014.

Dynamic, Aggressive and Focused, he has taken the responsibility of CEO of the Company since 2014. A Graduate from Osmania University with the B.Com (Hons), he has been responsible for many ventures / projects at Country Condo's Limited since then - that to this day continue to grow from strength to strength.

2. Past remuneration:

Presently he is drawing the following remuneration:

Salary (including HRA)	Commission	Other	Total
36,00,000	5% of the Net Profits	6,90,000 (Perquisites + Leave Travel Allowance)	42,90,000

3. Recognition or awards: NIL**4. Job profile and his suitability:**

Mr. D. Krishna Kumar Raju, as Chief Executive Officer has been responsible for infusing far sweeping changes in the field of Real Estate Projects / Ventures, Operations and Communications within the organization, he has steered the Company with total dedication, hard work and effective leadership into diversified activities.

5. Remuneration proposed:

It is proposed to pay the existing remuneration as set out in the resolution.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

The remuneration payable to the Whole-time Directors has been benchmarked with the remuneration being drawn by similar positions in Real Estate Industry and has been considered by the Nomination & Remuneration Committee of the Company at their meeting held on February 12, 2021.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

As on 31st March, 2021, Mr. D. Krishna Kumar Raju is holding 3410246 Equity Shares of the Company. Except to the extent of shareholding he does not have any other pecuniary relationship with the Company.

III. OTHER INFORMATION:**(1) Reasons of loss or inadequate profits:**

As the Company's offering is a discretionary Spend item, appears to be sensitive to economic fluctuations. Company's Customers are middle class, which may more sensitive than relatively affluent customer.

(2) Steps taken or proposed to be taken for improvement:

In tune with the changing trends the Company has expanded its services to the Customers by introducing different schemes to meet the growing demands in the market and to achieve enhanced revenue and profitability.

(3) Expected increase in productivity and profits in measurable terms:

Company is expected to increase turnover and profitability by 5 to 10%.

The Company has received from Sri Datla Krishna Kumar Raju (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Sri Datla Krishna Kumar Raju as Vice-Chairman and CEO of the Company, who hold office for a term upto three years commencing from February 13, 2021, up to February 12, 2024, not liable to retire by rotation as per the provisions of the Companies Act, 2013 and the Rules made thereunder. The statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Details of Sri Datla Krishna Kumar Raju, are provided in the Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice of the Annual Report. He shall be paid remuneration as set out in the resolution.

Copy of the draft letter of appointment of Sri Datla Krishna Kumar Raju setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri Datla Krishna Kumar Raju is interested in the resolution set out at Item No. 3 of the Notice with regard to his Re-appointment. Relatives of Sri Datla Krishna Kumar Raju may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

In view of the above, it is proposed to obtain approval of the Members by way of Special Resolution as mentioned at Item No. 3 of the Notice for Re-appointment of Mr. Datla Krishna Kumar Raju as Whole Time Director designated as Executive Vice-Chairman & Chief Executive Officer for a further period of 3 years from February 13, 2021 to February 12, 2024 and the remuneration payable to him. The Company shall ensure that the position of Chairperson is in compliance with the applicable provisions of the Listing Regulations with effect from February 13, 2021 or such other timeline as specified by SEBI.

Item No. 4:

Sri K. Subramanyam Raju (DIN: 00094663) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to September 27, 2021 ("first term").

The Board of Directors, on the basis of the Report of Performance evaluation, has recommended re-appointment of Sri K. Subramanyam Raju as an Independent Director of the Company for a second term of 5 (five) consecutive years on the Board of the Company from September 28, 2021 up to September 27, 2026.

The Board, based on the Performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contribution made by him during his tenure, the continued association of Sri K. Subramanyam Raju would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Sri K. Subramanyam Raju as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company from September 28, 2021 up to September 27, 2026.

Sri K. Subramanyam Raju is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director.

COUNTRY CONDO'S LIMITED



The Company has also received a declaration from Sri K. Subramanyam Raju that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board Sri K. Subramanyam Raju fulfils the conditions for appointment as a Independent Director as specified in the Act and Listing Regulations. Sri K. Subramanyam Raju is Independent of the Management.

Details of Sri K. Subramanyam Raju, are provided in the Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice of the Annual Report. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board or other meetings.

Copy of the draft letter of appointment of Sri K. Subramanyam Raju setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri K. Subramanyam Raju is interested in the resolution set out at Item No. 4 of the Notice with regard to his Re-appointment. Relatives of Sri K. Subramanyam Raju may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Saved and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

**BY ORDER OF THE BOARD OF DIRECTORS
For COUNTRY CONDO'S LIMITED**

**PLACE: HYDERABAD
DATE: 23-08-2021**

**D. KRISHNA KUMAR RAJU
VICE-CHAIRMAN & CEO
DIN: 00115553**

**ADDITIONAL INFORMATION REQUIRED TO BE FURNISHED UNDER
REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015:**

As required under the Listing Agreement, the particulars of Directors are who proposed to be appointed/re-appointed are given below:

1. Y. MANJULA REDDY:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Smt. Y. Manjula Reddy
Director Identification Number (DIN)	00115485
Date of Birth	May 06, 1960
Age	61
Date of Appointment	May 29, 2014
Qualification	M.A. & MBA
Experience	Vast Experience in Management, administration fashion and interior designing
Terms and conditions of appointment	Smt. Y. Manjula Reddy who retire by rotation at the 34th Annual General Meeting and being eligible, offer herself for re-appointment.
Number of Meetings of the Board attended during the year	06
Specific Functional areas	Smt. Y. Manjula Reddy as Non- Executive Director is an advisory to the Company in Management, Administration, Fashion and Interior Designing.
Directorships in other Listed/public/private Companies	8 Public Companies* & 1 Private Company.
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	8700 Equity Shares of Rs 1/- each consisting of 0.01%
Inter-se Relationship between the Board Members/Manager/ KMP	Smt. Y. Manjula Reddy is W/o. Sri Y. Rajeev Reddy, Chairman & Director and Mother of Sri Y. Siddharth Reddy, Vice-Chairman & Director and Sri Y. Varun Reddy, Vice-Chairman & Director of the Company.

2. DATLA KRISHNA KUMAR RAJU:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri Datla Krishna Kumar Raju
Director Identification Number (DIN)	00115553
Date of Birth	June 03, 1957
Age	64
Date of Appointment	September 25, 1987
Qualification	B. Com from Osmania University, from Hyderabad, Telangana in the year 1978
Experience	Vast Experience in the field of Infrastructure and Real Estate business and Financial Planning, Financial Management in Real Estate & Construction Industry.

COUNTRY CONDO'S LIMITED

Terms and conditions of appointment	Sri Datla Krishna Kumar Raju has been re-appointed as Executive Vice-Chairman & Chief Executive Officer of the Company for a period of 3 Years commencing from 13.02.2021 upto 12.02.2024, not liable to retire by rotation.
Number of Meetings of the Board attended during the year	07
Specific Functional areas	Sri Datla Krishna Kumar Raju as Executive Vice-Chairman & Chief Executive Officer of the Company plays an important role in handling day to day affairs of the Company and a key decision maker in Financial Planning, Financial Management in Real Estate & Construction Business of the Company.
Directorships in other Listed/public/private Companies	4 Private Companies and 1 LLP.
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	3410246 Equity Shares of Rs 1/- each consisting of 4.39%
Inter-se Relationship between the Board Members/Manager/ KMP	NONE

3. K. SUBRAMANYAM RAJU:

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri K. Subramanyam Raju
Director Identification Number (DIN)	00094663
Date of Birth	15th July, 1946
Age	75
Date of Appointment	June 28, 2017
Qualification	B.A
Experience	Vast Experience in Real Estate Sector, Construction Industry.
Terms and conditions of appointment	Appointment of Sri K. Subramanyam Raju as Independent Director of the Company, who hold office for a term upto five consecutive years commencing from September 28, 2021 upto September 27, 2026, not liable to retire by rotation.
Number of Meetings of the Board attended during the year	06
Specific Functional areas	To protect the interest of minority shareholders and ensure that the board does not favour any particular set of shareholders or stakeholders.
Directorships in other Listed/public/private Companies	1 Private Company
Membership/chairmanship of Committees of the other Boards	NIL
No of Shares held in the Company	NIL
Inter- se Relationship between the Board Members/Manager/ KMP	None

NOTE: * Private Companies which are Subsidiary of Public Company