

## NOTICE

NOTICE is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Members of M/s. Country Condo's Limited will be held on **Monday, the 28<sup>th</sup> day of September, 2020 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, 2020, 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 Sri Y. Siddharth Reddy (DIN: 00815456), Director who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

**3. To Appoint Sri Peethala Krupavaram (DIN: 08197063) as an Independent Director of the Company:**

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rules made thereunder and the Articles of Association of the Company, **Sri Peethala Krupavaram (DIN: 08197063)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 30, 2020 and who holds the office until the date of Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Sri Peethala Krupavaram as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 28<sup>th</sup> September, 2020, up to 27<sup>th</sup> September, 2025, not liable to retire by rotation."

**4. To Appoint Sri Korlepara Srirama Chandra Murthy (DIN: 08197054) as an Independent Director of the Company:**

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, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Rules made thereunder and the Articles of Association of the Company, **Sri Korlepara Srirama Chandra Murthy (DIN: 08197054)**, who was appointed as an Additional Director of the Company by the Board of Directors with effect from June 30, 2020 and who holds the office until the date of Annual General

Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Sri Korlepara Srirama Chandra Murthy as a candidate for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 28<sup>th</sup> September, 2020, up to 27<sup>th</sup> September, 2025, not liable to retire by rotation.”

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

**PLACE: HYDERABAD  
DATE: 25-08-2020**

**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 Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (collectively referred to as “MCA Circulars”). The forthcoming 33<sup>rd</sup> Annual General Meeting (“AGM”) will thus be held 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 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
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 and May 05, 2020 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](http://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](http://www.bseindia.com) and [www.nseindia.com](http://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](http://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 Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business in the Notice is annexed hereto 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 28, 2020. Members seeking to inspect such documents can send an email to [info@countrycondos.co.in](mailto:info@countrycondos.co.in).
10. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
11. The Register of Members and Share Transfer Books of the Company will remain closed from Sunday, 20<sup>th</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (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. Aarathi 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. Aarathi 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 and the listing fee for the FY 2020-21 has 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 30<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017.
22. Details of Directors retiring by rotation / seeking appointment at the ensuing Annual General Meeting are provided as Additional Information required to be furnished under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to this Notice.
23. In terms of the provisions of Section 152 of the Act, Sri Y. Siddharth Reddy, Vice-Chairman & Director of the Company retire by rotation at the AGM. Nomination and Remuneration Committee and the Board of Directors of the Company commend his appointment. Further Sri Y. Siddharth Reddy is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Sri Y. Siddharth Reddy, Vice-Chairman & Director being related to Sri Y. Rajeev Reddy, Smt. Y. Manjula 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 compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
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 FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) In compliance with 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 and May 05, 2020 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 instructions for e-voting are given herein below.

## **COUNTRY CONDO'S LIMITED**



- (ii) The remote e-voting period commences on Friday, September 25, 2020 (9:00 A.M. IST) and ends on Sunday, September 27, 2020 (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 19, 2020 i.e. the cut-off date, (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 during the AGM.
- (iii) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (v) The details of the process and manner for remote e-voting are explained herein below:
- (vi) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (vii) Click on "Shareholders" module.
- (viii) Now enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (ix) Next enter the Image Verification as displayed and Click on Login.
- (x) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (xi) If you are a first time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>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.</li></ul>
Dividend Bank Details <b>OR</b> 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"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (xii) After entering these details appropriately, click on "SUBMIT" tab.
- (xiii) 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.
- (xiv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xvi) 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.
- (xvii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xviii) 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.
- (xix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xx) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xxi) 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.
- (xxii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

**B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

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 **Company (info@countrycondos.co.in) / RTA email id (info@aarthisconsultants.com)**.
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company (info@countrycondos.co.in) / RTA email id (info@aarthisconsultants.com)**.

**C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id, i.e. info@countrycondos.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at company email id, i.e. info@countrycondos.co.in. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM 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 AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**(xxiii) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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](mailto: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.
27. In case you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or 1800225533.

28. The Company has appointed M/s. Gopal Dhanaji & Associates, Company Secretaries represented by Mr. Gopal Biradar Dhanaji (Membership No. FCS 7676), Practicing Company Secretary, to act as the Scrutinizer to scrutinize the e-voting process. 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.
29. 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.

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

**PLACE: HYDERABAD  
DATE: 25-08-2020**

**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:**

The Board, at its meeting held on June 30, 2020, appointed **Sri Peethala Krupavaram (DIN: 08197063)** as an Additional Director of the Company with effect from June 30, 2020, pursuant to Section 160 of the Companies Act, 2013, read with Article 141 of Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Sri Peethala Krupavaram will hold office upto the date of ensuing Annual General Meeting. The Company has received the notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a requisite deposit proposing the candidature of Sri Peethala Krupavaram for the office of director.

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

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



The Board of Directors, as per the recommendation of the Nomination and Remuneration Committee, considering the background and experience of Sri Peethala Krupavaram, has recommended Appointment of Sri Peethala Krupavaram as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 28<sup>th</sup> September, 2020, up to 27<sup>th</sup> September, 2025, not liable to retire by rotation.

The resolution seeks the approval of the members for the appointment of Sri Peethala Krupavaram as Independent Director of the Company, who hold office for a term upto five consecutive years commencing from 28<sup>th</sup> September, 2020, up to 27<sup>th</sup> September, 2025, 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 Peethala Krupavaram, 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 Peethala Krupavaram setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri Peethala Krupavaram is interested in the resolution set out at Item No. 3 of the Notice with regard to his Re-appointment. Relatives of Sri Peethala Krupavaram 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 Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for the approval by the members.

#### **Item No. 4:**

The Board, at its meeting held on June 30, 2020, appointed **Sri Korlepara Srirama Chandra Murthy (DIN: 08197054)** as an Additional Director of the Company with effect from June 30, 2020, pursuant to Section 160 of the Companies Act, 2013, read with Article 141 of Articles of Association of the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Sri Korlepara Srirama Chandra Murthy will hold office upto the date of ensuing Annual General Meeting. The Company has received the notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a requisite deposit proposing the candidature of Sri Korlepara Srirama Chandra Murthy for the office of director.

The Company has received from Sri Korlepara Srirama Chandra Murthy (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 Company has also received a declaration from Sri Korlepara Srirama Chandra Murthy that he meets the criteria of Independence as prescribed both under Section 149(6) of the Act and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board Sri Korlepara Srirama Chandra Murthy fulfils the conditions for appointment as a Independent Director as specified in the Act and Listing Regulations. Sri Korlepara Srirama Chandra Murthy is Independent of the Management.

The Board of Directors, as per the recommendation of the Nomination and Remuneration Committee, considering the background and experience of Sri Korlepara Srirama Chandra Murthy, has recommended Appointment of Sri Korlepara Srirama Chandra Murthy as an Independent Director of the Company for a term of 5 (Five) consecutive years commencing from 28<sup>th</sup> September, 2020, up to 27<sup>th</sup> September, 2025, not liable to retire by rotation.

## **COUNTRY CONDO'S LIMITED**



The resolution seeks the approval of the members for the appointment of Sri Korlepara Srirama Chandra Murthy as Independent Director of the Company, who hold office for a term upto five consecutive years commencing from 28<sup>th</sup> September, 2020, up to 27<sup>th</sup> September, 2025, 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 Korlepara Srirama Chandra Murthy, 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 Korlepara Srirama Chandra Murthy setting out the terms and conditions of appointment is available for inspection by the members at the Registered Office of the Company.

Sri Korlepara Srirama Chandra Murthy is interested in the resolution set out at Item No. 4 of the Notice with regard to his Re-appointment. Relatives of Sri Korlepara Srirama Chandra Murthy 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 Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for the approval by the members.

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

**PLACE: HYDERABAD  
DATE: 25-08-2020**

**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 who proposed to be  
appointed/re-appointed are given below:**

**1. Y. SIDDHARTH REDDY:**

<b>Particulars</b>	<b>Details of Directors seeking appointment/re-appointment</b>
Name of the Director	Sri Y. Siddharth Reddy
Director Identification Number (DIN)	00815456
Date of Birth	February 21, 1983
Age	37
Date of Appointment	August 10, 2009
Qualification	Degree in Finance from University of Texas, Austin
Experience	Vast Experience in Financial Planning & Financial Management
Terms and conditions of appointment	Sri Y. Siddharth Reddy who retire by rotation at the 33 <sup>rd</sup> Annual General Meeting and being eligible, offer himself for re-appointment.
Number of Meetings of the Board attended during the year	04
Specific Functional areas	Mr. Y. Siddharth Reddy as Vice-Chairman & Non- Executive Director is an advisory to the Company in Financial Planning and Financial Marketing.
Directorships in other Listed/public/private Companies	1 Listed Company, 8 Public Companies* & 1 Private Companies.
Membership/chairmanship of Committees of the other Boards	<b>NIL</b>
No of Shares held in the Company	9,88,920 Equity Shares of Rs 1/- each consisting of 1.27%
Inter- se Relationship between the Board Members/Manager/ KMP	Sri Y. Siddharth Reddy is S/o. Sri Y. Rajeev Reddy, Chairman & Director and Smt. Y. Manjula Reddy, Director and Brother of Sri Y. Varun Reddy, Vice-Chairman & Director of the Company.

**2. PEETHALA KRUPAVARAM:**

<b>Particulars</b>	<b>Details of Directors seeking appointment/re-appointment</b>
Name of the Director	Sri Peethala Krupavaram
Director Identification Number (DIN)	08197063
Date of Birth	August 12, 1962
Age	58
Date of Appointment	June 30, 2020
Qualification	B. Com from Andhra University, from Palakollu, Dist: West Godavari, Andhra Pradesh in the year 1986
Experience	Vast Experience in the field of Infrastructure and Real Estate business
Terms and conditions of appointment	Sri Peethala Krupavaram whose office terminates at this 33 <sup>rd</sup> Annual General Meeting has been appointed as an Independent Director of the Company for a period of 5 Years commencing from 28.09.2020 upto 27.09.2025, not liable to retire by rotation.

**COUNTRY CONDO'S LIMITED**

Number of Meetings of the Board attended during the year	NIL
Specific Functional areas	Mr. Peethala Krupavaram as Independent Director is also appointed as the Chairman of the Audit Committee & Stakeholders Relationship Committee with effect from June 30, 2020.
Directorships in other Listed/public/private Companies	4 Public Companies* & 6 Private Companies.
Membership/chairmanship of Committees of the other Boards	Chairman of the Audit Committee & Stakeholders Relationship Committee with effect from June 30, 2020.
No of Shares held in the Company	NIL
Inter- se Relationship between the Board Members/Manager/ KMP	NIL

**3. KORLEPARA SRIRAM CHANDRA MURTHY:**

Particulars	Details of Directors seeking appointment/re-appointment
Name of the Director	Sri Korlepara Srirama Chandra Murthy
Director Identification Number (DIN)	08197054
Date of Birth	April 17, 1973
Age	48
Date of Appointment	June 30, 2020
Qualification	B. Com from Andhra University, from Tanuku, Dist: West Godavari, Andhra Pradesh in the year 1995
Experience	Vast Experience in the field of Infrastructure and Real Estate business
Terms and conditions of appointment	Sri Korlepara Srirama Chandra Murthy whose office terminates at this 33 <sup>rd</sup> Annual General Meeting has been appointed as an Independent Director of the Company for a period of 5 Years commencing from 28.09.2020 upto 27.09.2025, not liable to retire by rotation.
Number of Meetings of the Board attended during the year	NIL
Specific Functional areas	Mr. Korlepara Srirama Chandra Murthy as Independent Director is also appointed as the Member of the Audit Committee & Stakeholders Relationship Committee with effect from June 30, 2020.
Directorships in other Listed/public/private Companies	3 Public Companies* & 2 Private Companies.
Membership/chairmanship of Committees of the other Boards	Member of the Audit Committee & Stakeholders Relationship Committee with effect from June 30, 2020.
No of Shares held in the Company	NIL
Inter- se Relationship between the Board Members/Manager/ KMP	NIL

**NOTE: \* Private Companies which are Subsidiary of Public Company**