

## CONSOLIDATED SCRUTINIZER'S REPORT

*(Pursuant to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)*

To  
The Chairman,  
M/s. Country Club Hospitality & Holidays Limited,  
CIN: L70102TG1991PLC012714  
Amrutha Castle, 5-9-16, Saifabad, Secretariat,  
Hyderabad, Telangana - 500063, India.

30<sup>th</sup> September, 2023

Dear Sir / Madam,

**Sub: Consolidated Scrutinizer's Report on Remote e-voting and e-voting during the Meeting conducted to transact the items as set out in the Notice of 32<sup>nd</sup> Annual General Meeting of M/s. Country Club Hospitality & Holidays Limited ("the Company") held on Saturday, 30<sup>th</sup> day of September, 2023 at 02:00 P.M through Video Conferencing (VC).**

1. We, M/s. R & A Associates, Company Secretaries represented by Mr. R. Ramakrishna Gupta, Practising Company Secretary (Membership No. FCS 5523), Hyderabad had been appointed as the Scrutinizer by the Board of Directors of Country Club Hospitality & Holidays Limited ("the Company"), for the purpose of Scrutinizing the remote e-voting and e-voting during the Annual General Meeting ("AGM"), pursuant to Provisions of Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended thereto read with General Circular No. 14/2020 dated 08<sup>th</sup> April, 2020; General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020; General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020; General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021; General Circular No. 19/2021 dated 08<sup>th</sup> December, 2021; General Circular No. 21/2021 dated 14<sup>th</sup> December, 2021; General Circular No. 2/2022 dated 05<sup>th</sup> May, 2022 and General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 issued by Ministry of Corporate Affairs ("MCA"), Government of India (hereinafter to be referred as MCA Circulars), Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard - 2 on General Meetings as issued by the Institute of the Company Secretaries of India, on the business contained in the Notice of the 32<sup>nd</sup> AGM of the Company held on Saturday, 30<sup>th</sup> September, 2023 at 02:00 P.M through VC. The deemed venue for the Meeting was the Registered Office of the Company.


In compliance with the MCA Circulars and SEBI Circular dated 05<sup>th</sup> January, 2023, the Notice dated 08<sup>th</sup> September, 2023 along with the Annual Report 2022-23 was sent through electronic mode to equity shareholders whose email address is registered with the Company/RTA/ Depositories.

The said Notice and Annual Report 2022-23 was also placed on the website of the Company at: <https://www.countryclubindia.net> and on the website 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; and on the website of Aarthi Consultants Private Limited at <http://www.aarthiconsultants.com>, the Registrar and Transfer Agent of the Company ('RTA').

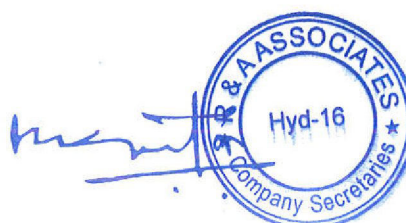
The Company had availed the e-voting facility offered by Central Depository Services India Limited ("CDSL") for conducting remote e-voting and e-voting during the AGM to provide to its Members facility to exercise their right to vote on the resolutions contained in the notice calling the AGM.

The Company had published News Paper Advertisement on 09<sup>th</sup> September, 2023 in "Financial Express" (English newspaper), "Nava Telangana" (Hyderabad edition) (Telugu Newspaper) specifying the day, date and time of the AGM. Notice of the AGM and Annual Report was also made available on the website of the Company, the Stock Exchanges and RTA.

2. The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended ("the Rules"). As the scrutinizer, I have to scrutinize:
  - (i) The process of e-voting remotely, before the AGM, using the electronic e-voting system on the dates referred to in the AGM Notice ("Remote e-voting"); and
  - (ii) The process of e-voting during the AGM through electronic voting system ("E-Voting at AGM").

3. **Management's Responsibility:**

The Management of the Company is responsible to ensure compliance with the requirements of the (i) Act and the Rules made thereunder; (ii) MCA Circulars; (iii) SEBI Circulars and (iv) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to remote e-voting and e-voting at AGM on the resolutions contained in the AGM Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.





**4. Scrutinizer's Responsibility:**

My responsibility as scrutinizer for e-voting process (i.e., remote e-voting and e-voting at AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions contained in the AGM Notice, based on the reports generated from the e-voting system provided by CDSL, Agency authorized under the Rules and engaged by the Company to provide e-voting facility and documents furnished to me electronically by the Company and /or CDSL for my verification.

**5. Cut-off date:**

The Equity Shareholders of the Company as on the "cut-off" date, as set out in the AGM Notice, i.e., Friday, 22<sup>nd</sup> September, 2023 were entitled to vote on the resolutions as set out in the AGM Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

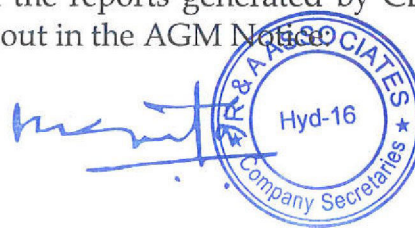
**6. E-voting process at the AGM:**

- i. After the time fixed for closing the e-voting by the Chairman of the meeting, the electronic system recording the e-voting (e-votes) was locked by CDSL.
- ii. The e-votes cast were unblocked on Saturday, 30<sup>th</sup> September, 2023 at 03:07 P.M IST (Server time) after the conclusion of the AGM.
- iii. The e-votes were reconciled with the records maintained by the Company and the authorizations lodged with the Company and CDSL.

**7. Remote e-voting process:**

- i. The remote e-voting period commenced from 09:00 A.M IST (Server time) on Tuesday, 26<sup>th</sup> September, 2023 and ended on 05:00 P.M IST (Server time) on Friday, 29<sup>th</sup> September, 2023.
- ii. The votes cast during the remote e-voting were unblocked on Saturday, 30<sup>th</sup> September, 2023 after the conclusion of the AGM in presence of two witnesses not in employment of the Company.
- iii. Thereafter, the details containing, inter alia, the list of Equity Shareholders who voted in "favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of CDSL i.e., <https://www.evotingindia.com>.

I hereby submit the Consolidated Scrutinizer's Report on the results of the remote e-voting and E-voting at AGM, based on the reports generated by CDSL and relied upon by me, on all the resolutions as set out in the AGM Notice.



**ORDINARY BUSINESS (ORDINARY RESOLUTION):****1. Adoption of Financial Statements:**

To receive, consider and adopt:

- a. The Audited Standalone Financial Statements (Balance Sheet, Profit & Loss and Cash Flow Statement) of the Company for the Financial Year ended March 31, 2023, together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.
- b. The Audited Consolidated Financial Statements (Balance Sheet, Profit & Loss and Cash Flow Statement) of the Company for the Financial Year ended March 31, 2023, together with the Notes attached thereto, along with the Reports of the Board of Directors and Auditors thereon.

**I. Voted in *favour* of the resolution (out of valid votes cast):**

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting | 174                     | 11,87,59,549                 | 99.9665%                              |
| (b) E-voting at AGM | 21                      | 32,000                       | 00.0269%                              |
| <b>TOTAL (a+b)</b>  | <b>195</b>              | <b>11,87,91,549</b>          | <b>99.9934%</b>                       |

**II. Voted *against* the resolution (out of valid votes cast):**

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (c) Remote e-voting | 5                       | 7,825                        | 0.0066%                               |
| (d) E-voting at AGM | 1                       | 12                           | 0.0000%                               |
| <b>TOTAL (a+b)</b>  | <b>6</b>                | <b>7,837</b>                 | <b>0.0066%</b>                        |

**III. *Invalid Votes*:**

| Mode of Voting      | Number of members whose votes were invalid | Number of votes cast by them |
|---------------------|--|------------------------------|
| (e) Remote e-voting | 0  | 0                            |
| (f) E-voting at AGM | 0  | 0                            |
| <b>TOTAL (a+b)</b>  | <b>0</b>                                   | <b>0</b>                     |

**IV. *Note*:**

Total No. of Valid Votes Cast : 11,87,99,386  
 No. of Members who abstained from Voting : Nil





2. To appoint a Director in place of Sri Yedaguri Rajeev Reddy (DIN: 00115430), Director who retires by rotation and being eligible offers himself for re-appointment.

I. Voted in *favour* of the resolution (out of valid votes cast):

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting | 172                     | 11,87,58,699                 | 99.9658%                              |
| (b) E-voting at AGM | 21                      | 32,000                       | 00.0269%                              |
| <b>TOTAL (a+b)</b>  | <b>193</b>              | <b>11,87,90,699</b>          | <b>99.9927%</b>                       |

II. Voted *against* the resolution (out of valid votes cast):

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (c) Remote e-voting | 7                       | 8,675                        | 0.0073%                               |
| (d) E-voting at AGM | 1                       | 12                           | 0.0000%                               |
| <b>TOTAL (a+b)</b>  | <b>8</b>                | <b>8,687</b>                 | <b>0.0073%</b>                        |

III. *Invalid Votes:*

| Mode of Voting      | Number of members whose votes were invalid | Number of votes cast by them |
|---------------------|--|------------------------------|
| (e) Remote e-voting | 0  | 0                            |
| (f) E-voting at AGM | 0  | 0                            |
| <b>TOTAL (a+b)</b>  | <b>0</b>                                   | <b>0</b>                     |

IV. *Note:*

Total No. of Valid Votes Cast : 11,87,99,386  
 No. of Members Abstain from Voting : Nil

SPECIAL BUSINESS (ORDINARY RESOLUTION):

3. To Appoint Smt. Madhavi Thyagaraj (DIN: 10307245) as an Independent Director of the Company.



I. Voted in favour of the resolution (out of valid votes cast):

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting | 170                     | 11,87,57,243                 | 99.9645%                              |
| (b) E-voting at AGM | 21                      | 32,000                       | 00.0269%                              |
| <b>TOTAL (a+b)</b>  | <b>191</b>              | <b>11,87,89,243</b>          | <b>99.9915%</b>                       |

II. Voted against the resolution (out of valid votes cast):

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (c) Remote e-voting | 9                       | 10131                        | 0.0085%                               |
| (d) E-voting at AGM | 1                       | 12                           | 0.0000%                               |
| <b>TOTAL (a+b)</b>  | <b>10</b>               | <b>10,143</b>                | <b>0.0085%</b>                        |

III. Invalid Votes:

| Mode of Voting      | Number of members whose votes were invalid | Number of votes cast by them |
|---------------------|--|------------------------------|
| (e) Remote e-voting | 0  | 0                            |
| (f) E-voting at AGM | 0  | 0                            |
| <b>TOTAL (a+b)</b>  | <b>0</b>                                   | <b>0</b>                     |

IV. Note:

Total No of Valid Votes Cast : 11,87,99,386  
 No of Members Abstain from Voting : Nil

SPECIAL BUSINESS (SPECIAL RESOLUTION):

4. To Re-Appoint Smt. Mamatha Madhavi Venkateshwara Reddy (DIN: 08075749) as an Independent Director of the Company.

I. Voted in favour of the resolution (out of valid votes cast):

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (a) Remote e-voting | 167                     | 11,87,53,643                 | 99.9615%                              |
| (b) E-voting at AGM | 21                      | 32,000                       | 00.0269%                              |
| <b>TOTAL (a+b)</b>  | <b>188</b>              | <b>11,87,85,643</b>          | <b>99.9884%</b>                       |





II. Voted against the resolution (out of valid votes cast):

| Mode of Voting      | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|---------------------|-------------------------|------------------------------|---------------------------------------|
| (c) Remote e-voting | 12                      | 13,731                       | 0.0116%                               |
| (d) E-voting at AGM | 1                       | 12                           | 0.0000%                               |
| <b>TOTAL (a+b)</b>  | <b>13</b>               | <b>13,743</b>                | <b>0.0116%</b>                        |

III. Invalid Votes:

| Mode of Voting      | Number of members whose votes were invalid | Number of votes cast by them |
|---------------------|--|------------------------------|
| (e) Remote e-voting | 0  | 0                            |
| (f) E-voting at AGM | 0  | 0                            |
| <b>TOTAL (a+b)</b>  | <b>0</b>                                   | <b>0</b>                     |

IV. Note:

Total No. of Valid Votes Cast : 11,87,99,386  
 No. of Members Abstain from Voting : Nil

All the Resolutions mentioned in the AGM Notice dated 08<sup>th</sup> September, 2023 as per the details above stand passed under Remote e-Voting and E-voting during the AGM with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that, I am maintaining the Registers/records received from the Service Provider both electronically and manually, in respect of the votes cast through Remote e-voting and voting conducted at the AGM electronically by the Members of the Company. All other relevant records relating to remote e-voting and electronic voting at the AGM is under my safe custody and will be handed over to the Company Secretary of the company for safe keeping, after the Chairman signs the Minutes of the 32<sup>nd</sup> AGM.

For R &A Associates  
 Company Secretaries


CS. R. Ramakrishna Gupta  
 Senior Partner  
 CP No: 6696; FCS No: 5523  
 UDIN: F005523E001146113

Counter Signed by the  
 Chairman of the Meeting

Place: Hyderabad  
 Date: 30<sup>th</sup> September, 2023