

Report of Scrutinizer(s)

(Pursuant to Regulation 44 of the Securities Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to Section 108 & 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended)

To
The Chairman,
Country Club Hospitality & Holidays Limited,
Amrutha Castle, 5-9-16, Saifabad,
Opp: Secretariat, Hyderabad,
Telangana - 500063

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Postal Ballot & remote e-voting, conducted to transact the items as set out in the notice of Postal Ballot dated 03rd March, 2017 of **COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED** ("Company")

I, Rashida Adenwala, Practicing Company Secretary (FCS No. 4020 & CP No. 2224), Hyderabad had been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 110 & 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended, to conduct the postal ballot and remote e-voting process in respect of the resolutions set out in the notice of Postal Ballot dated 03rd March, 2017.

I, hereby report that:

- The Company has completed the dispatch of Notice(s) dated 03rd March, 2017 along with statement setting out material facts under Section 102 of the Act to the Shareholders of the Company
- The shareholders of the Company holding shares as on cut-off date i.e., 03rd March, 2017 were entitled to vote on the resolutions as contained in the notice of Postal Ballot.
- The Company had also provided the facility of remote e-voting and had availed the services offered by National Securities Depository Limited ("NSDL") for providing facility of remote e-voting to the Shareholders of the Company.



- Remote e-voting platform commenced on **FRIDAY, 17th March, 2017 at 09.00 A.M** and closed on **SATURDAY, 15th April, 2017 at 05.00 P.M** and e-voting platform was blocked thereafter.
- The Company has not received any Postal Ballot form's from the members of the Company on or before 15th April, 2017.
- I have scrutinized and reviewed the data pertaining to remote e-voting downloaded from the NSDL e-voting system.
- The particulars of the members voted in consent or otherwise through remote e-voting have been entered in a register maintained separately for this purpose.
- I now submit the Consolidated Report as under on the basis of the results of the remote e-voting and Postal ballot in respect of the resolutions as set out in the Notice of Postal Ballot dated 03rd March, 2017.

Total Number of Share Holders as on record date: 03 rd March, 2017	19311		
No. of Members casted votes through remote e-voting	ITEM # 1	ITEM #2	ITEM #3
	91	90	94
Votes casted through remote e-voting	122327142	122317142	122319843
No. of Members casted votes through postal ballot	0		
Votes casted through postal ballot	0		
Total Number of Members whose votes were declared invalid	0		
Total No. of Invalid Votes by them	0		

Resolution No.1: Special Resolution:

Revision in terms of remuneration payable to Sri. Y. Varun Reddy (DIN: 01905757), Vice-Chairman, JMD & COO.



(i) Voted *in favour* of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
54	121761594	99.54%

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	565548	0.46%

(iii) *Invalid* Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0

Resolution No.2: Special Resolution:

Revision in terms of remuneration payable to Sri. Y. Siddharth Reddy (DIN: 00815456), Vice-Chairman, JMD & CEO:

(i) Voted *in favour* of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
53	121751594	99.54%

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
37	565548	0.46%

(iii) *Invalid* Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0





Resolution No.3: Special Resolution:

Revision in terms of remuneration payable to Sri Y. Rajeev Reddy (DIN: 00115430) Chairman & Managing Director:

(i) Voted *in favour* of the Resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
55	121753554	99.54%

(ii) Voted *against* the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
39	566289	0.46%

(iii) *Invalid* Votes:

Number of members whose votes were declared invalid	Number of votes cast by them
0	0


RESULT:

After considering the above, we report that the resolution no's 01, 02 & 03 as set in the notice of Postal Ballot dated 03rd March, 2017 have been passed with majority.

The electronic data pertaining to remote e-voting and all other relevant documents are safe under my custody and will be handed over to the chairman of the Company for preserving safely after the chairman considers, approves and signs the minutes of the Postal Ballot.

Thanking you
 Yours faithfully,

Place: Hyderabad
 Date: 17th April, 2017

For R & A Associates
 Company Secretaries

 (Hashida Adenwala)
 Partner
 M. No. 4020
 CP No. 2224



3rd March, 2017

To,
The Secretary
M/s. BSE LIMITED
P J Towers, Dalal Street
Mumbai – 400 001

To,
The Secretary
M/s. NATIONAL STOCK EXCHANGE
OF INDIA LIMITED
Exchange Plaza, Bandra – Kurla Complex
Bandra (East)
Mumbai - 400051

Dear Sir / Madam,

Sub: Outcome of the Board Meeting

Ref: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company in their Meeting held today have approved the following resolutions:

1. Revision in terms of remuneration payable to Sri. Y. Varun Reddy (DIN: 01905757), Vice-Chairman, JMD & COO
2. Revision in terms of remuneration payable to Sri. Y. Siddharth Reddy (DIN: 00815456), Vice-Chairman, JMD & CEO
3. Revision in terms of remuneration payable to Sri Y. Rajeev Reddy (DIN: 00115430) Chairman & Managing Director
4. Appointment of Mrs. Rashida Adenwala, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process.

The Board Meeting started 4.00 P.M. and Concluded at 5:15 P.M.

You are hereby requested to take on record the above said information.

Thanking you,

Yours Faithfully,

For COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED



K. PHANEENDRA RAO
 CHIEF FINANCIAL OFFICER

COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED

(Formerly known as Country Club (India) Limited)

Corporate Office : Country Club Kool, #6-3-1219, 4th & 5th Floor, Begumpet, Hyderabad -16, Ph: 040 6684 8888, Fax : 040 6636 0609
 Reg. Office : Amrutha Castle, 5-9-16, Saifabad, Secretariat, Hyderabad - 500 063. CIN NO. L70102AP1991PLC012714

NOTICE OF POSTAL BALLOT

COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED

CIN: L70102AP1991PLC012714

Regd. Office: 'Amrutha Castle', 5-9-16, Saifabad,

Opp: Secretariat, Hyderabad - 500063

Tel: 040-66848888, Fax: 040-66360609, E-mail: contact@countryclubmail.com,

Website: www.countryclubindia.net

COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED

CIN: L70102AP1991PLC012714

Regd. Office: 'Amrutha Castle', 5-9-16, Saifabad,

Opp. Secretariat, Hyderabad - 500063

Tel: 040-66848888, Fax: 040-66360609, E-mail: contact@countryclubmail.com,

Website: www.countryclubindia.net

POSTAL BALLOT NOTICE

To,

The Shareholders

COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management & Administration) Rules, 2014 as amended, the resolutions appended herewith are proposed to be passed as Special Resolution by means of Postal Ballot.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the postal ballot form for your consideration.

The Board had appointed Mrs. Rashida Adenwala (Membership No. FCS 4020), Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process thereto in accordance with the provisions of the Act and Rules made thereunder in a fair and transparent manner.

A Ballot Paper bearing unique serial number is attached to this Notice. We request you carefully read the instructions mentioned in the Postal Ballot Form and Kindly accord your assent or dissent, as the case may be, by placing a tick mark (✓) at the appropriate place to the below mentioned resolution and return the Form duly completed and signed, in the attached self-addressed business reply envelope before the close of working hours (5:00 P.M.) on or before 15th April, 2017, so as to reach the Scrutinizer:

Mrs. Rashida Adenwala, Scrutinizer, M/s. Country Club Hospitality & Holidays Limited, Country Club Kool, # 6-3-1219, 5th Floor, Begumpet, Hyderabad - 500 016.

For Members opting for E-Voting:

In Compliance with Regulation 44(1) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014, as amended the Company is pleased to provide e-voting facility as an alternate, to all its Members, to enable them to cast their votes electronically, instead of physical Postal Ballot Form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this Notice.

The remote e-voting period commences from 17th March, 2017 at **09.00 A.M. to 15th April, 2017** at 5.00 P.M.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny in accordance with the provisions of Section 110 of the Act, 2013 read with Companies (Management and Administration) Rules, 2014 on Monday, 17th April, 2017. The results of said postal ballot along with the Scrutinizer's report will be posted on the Company's website www.countryclubindia.net and will be communicated to the BSE Limited and National Stock Exchange Limited., where the equity shares of the Company are listed. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results.

Thanking You,

Yours truly,

For Country Club Hospitality & Holidays Limited

Sd/-

Y. Rajeev Reddy

Chairman & Managing Director

Din: 00115430

Encl: as above

COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED

CIN: L70102AP1991PLC012714

Regd. Office: 'Amrutha Castle', 5-9-16, Saifabad,

Opp. Secretariat, Hyderabad - 500063

Tel: 040-66848888, Fax: 040-66360609, E-mail: contact@countryclubmail.com,

Website: www.countryclubindia.net

RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT

ITEM NO. 1: REVISION IN TERMS OF REMUNERATION PAYABLE TO SRI. Y. VARUN REDDY (DIN: 01905757), VICE-CHAIRMAN, JMD & COO:

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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of the Resolution passed by the Members of the Company at 25th Annual General Meeting held on 30th September, 2016 for the Re-appointment of Sri Y. Varun Reddy (DIN: 01905757), as Vice-Chairman, JMD & Chief Operating Officer of the Company and the terms of remuneration payable to him, the consent of the members of the Company be and is hereby accorded for the revision in remuneration payable to Sri Y. Varun Reddy (DIN: 01905757) for a period of 3 (three) years with effect from 1st April, 2017.

RESOLVED FURTHER THAT Sri Y. Varun Reddy (DIN: 01905757), shall be entitled to the following revised remuneration, perquisites and benefits on the following terms and conditions:

- A) Salary of Rs. 3,00,000/- (Rupees Three Lakhs Only) per month. This includes dearness allowance and all other allowances not otherwise specified herein.
- B) In addition, he shall be entitled to the following:
 - (i) Perquisites as under not exceeding Rs.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 Membership Fees.
- e) Personal accident insurance - the premium of which shall not exceed Rs.10000/- 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.
- g) Provision of Car with driver for use on Company's business and Mobile phone and Telephone at the residence.

(ii) **OTHER BENEFITS:**

- a) Gratuity is payable at a rate not exceeding Half Month Salary for each completed year of Service.
- b) Tuition Fees of 2 Children on Actual Expenditure incurred by the Director.
- c) Encashment of earned leave at the rate of 30 days per annum at the end of his tenure.
- d) Leave travel concession for him will be allowed once in a year as may be decided by the Board.

(iii) **Commission:** He shall be paid performance based commission up to 2.5% (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.

(iv) **Overall Remuneration:** The aggregate of the salary, Commission, perquisites and other emoluments in any financial year shall not exceed the limits prescribed from time to time under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being be in force.

RESOLVED FURTHER THAT the above remuneration payable to Sri Y. Varun Reddy, (DIN 01905757) Vice-Chairman, JMD & Chief Operating Officer, during

the tenure of office shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds, matters and things as it may needs absolute discretion deem necessary, desirable and expedient for such purpose including without limitation and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution."

ITEM NO. 2: REVISION IN TERMS OF REMUNERATION PAYABLE TO SRI. Y. SIDDHARTH REDDY (DIN: 00815456), VICE-CHAIRMAN, JMD & CEO:

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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of the Resolution passed by the Members of the Company at 24th Annual General Meeting held on 30th September, 2015 for the Re-appointment of Sri Y. Siddharth Reddy (DIN: 00815456), as Vice-Chairman, JMD & Chief Executive Officer of the Company and the terms of remuneration payable to him, the consent of the members of the Company be and is hereby accorded for the revision in remuneration payable to Sri Y. Siddharth Reddy (DIN: 00815456) for a period of 3 (three) years with effect from 1st April, 2017.

RESOLVED FURTHER THAT Sri Y. Siddharth Reddy (DIN: 00815456), shall be entitled to the following revised remuneration, perquisites and benefits on the following terms and conditions:

- A) Salary of Rs. 3,00,000/- (Rupees Three Lakhs Only) per month. This includes dearness allowance and all other allowances not otherwise specified herein.
- B) In addition, he shall be entitled to the following:
 - (i) Perquisites as under not exceeding Rs.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 Membership Fees.
- e) Personal accident insurance - the premium of which shall not exceed Rs.10000/- 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.
- g) Provision of Car with driver for use on Company's business and Mobile phone and Telephone at the residence.

(ii) Other Benefits:

- a) Gratuity is payable at a rate not exceeding Half Month Salary for each completed year of Service.
- b) Tuition Fees of 2 Children on Actual Expenditure incurred by the Director.
- c) Encashment of earned leave at the rate of 30 days per annum at the end of his tenure.
- d) Leave travel concession for him will be allowed once in a year as may be decided by the Board.

(iii) Commission: He shall be paid performance based commission up to 2.5% (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.

(iv) Overall Remuneration: The aggregate of the salary, Commission, perquisites and other emoluments in any financial year shall not exceed the limits prescribed from time to time under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being be in force.

RESOLVED FURTHER THAT the above remuneration payable to Sri Y. Siddharth Reddy (DIN: 00815456), as Vice-Chairman, JMD & Chief Executive Officer, during the tenure of office shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds, matters and things as it may needs absolute discretion deem necessary, desirable and expedient for such purpose including without limitation and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution.”

ITEM NO. 3: REVISION IN TERMS OF REMUNERATION PAYABLE TO SRI Y. RAJEEV REDDY (DIN: 00115430) CHAIRMAN & MANAGING DIRECTOR:

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 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of the Resolution passed by the Members of the Company at 24th Annual General Meeting held on 30th September, 2015 for the Re-appointment of Sri Y. Rajeev Reddy (DIN: 00115430), as Chairman & Managing Director of the Company and the terms of remuneration payable to him, the consent of the members of the Company be and is hereby accorded for the revision in remuneration payable Sri Y. Rajeev Reddy (DIN: 00115430), for a period of 3 (three) years with effect from 1st April, 2017.

RESOLVED FURTHER THAT Sri Y. Rajeev Reddy (DIN: 00115430), shall be entitled to the following revised remuneration, perquisites and benefits on the following terms and conditions:

- A) Salary of Rs. 10,00,000/- (Rupees Ten Lakhs Only) per month. This includes dearness allowance and all other allowances not otherwise specified herein.
- B) In addition, he shall be entitled to the following:
 - I. **Brand ambassador fee:** He shall be paid Rs. 4,00,000 (Rupees Four Lakhs only) per month for acting as a Brand Ambassador of the Company for the promotion of the memberships and products of the Company.

II. Perquisites as under not exceeding Rs.50,000/- 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 Membership Fees.
- e) Personal accident insurance - the premium of which shall not exceed Rs.10000/- 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.
- g) Provision of Car with driver for use on Company's business and Mobile phone and Telephone at the residence.

III. **Other Benefits:**

- a) Gratuity is payable at a rate not exceeding Half Month Salary for each completed year of Service.
- b) Encashment of earned leave at the rate of 30 days per annum at the end of his tenure.
- c) Leave travel concession for him will be allowed once in a year as may be decided by the Board.

IV. **Commission:** He shall be paid performance based commission up to 5% (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.

V. **Overall Remuneration:** The aggregate of the salary, Commission,

perquisites and other emoluments in any financial year shall not exceed the limits prescribed from time to time under Sections 196, 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being be in force.

RESOLVED FURTHER THAT the above remuneration payable to Sri Y. Rajeev Reddy (DIN: 00115430), as Chairman & Managing Director, during the tenure of office shall be subject to the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the board be and is hereby authorized to do all such acts, deeds, matters and things as it may needs absolute discretion deem necessary, desirable and expedient for such purpose including without limitation and take all such steps as may be necessary, proper or expedient in order to give effect to this resolution."

By order of the Board

For Country Club Hospitality & Holidays Limited

Date: 3rd March, 2017
Place: Hyderabad

Y. Rajeev Reddy
Chairman & Managing Director
DIN: 00115430

NOTES:

1. The explanatory statement and reasons for the proposed resolutions pursuant to Section 102 of the Companies Act, 2013 ("Act"), read with, Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended setting out material facts is annexed hereto.
2. The Company has appointed Mrs. Rashida Adenwala, Practicing Company Secretary, to act as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

3. The postal ballot notice is being sent to all the Members by the prescribed mode under the rules, whose names appear in the Register of Members /Statement of beneficial ownership maintained by the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), as on the record date, i.e., on close of business hours on March 3, 2017.
4. The Members whose name appears in the register of members/list of beneficial owners as on March 3, 2017 will only be considered for voting.
5. In accordance with the provisions of Section 101 of the Act, read with, Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, this postal ballot notice is being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Members who have not registered their e-mail address will receive this postal ballot notice along with the postal ballot form through post.
6. In compliance with the provisions of Section 110 of the Act, read with, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended the Company is offering e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, the Company has entered into an agreement with "NSDL" for facilitating e-voting to enable the Members to cast their votes electronically. Please note that e-voting is optional.
7. Voting period commences on March 17, 2017 and ends on April 15, 2017.
8. Kindly note that the Members can opt for only one mode of voting i.e., either by postal ballot or e-voting. If the Members opt for e-voting, then they should not vote by postal ballot and vice versa. However, in case Members cast their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by postal ballot will be treated as invalid.
9. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on March 3, 2017. The special resolutions mentioned herein shall be declared as passed if the number of votes cast in its favour is not less than three times the number of votes cast against the special resolution.
10. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced on **Monday, April 17th, 2017** at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at www.countryclubindia.net for information of

the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed. The date of declaration of the Postal Ballot results will be taken as the date of passing the Resolutions.

11. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. A copy of this notice has been placed on the website of the Company www.countryclubindia.net and shall remain on the website until the last date for receipt of the postal ballots from the shareholders.
13. Shareholders are requested to read carefully the instructions printed on the postal ballot form, return the form duly completed in the attached self-addressed pre-paid postage envelope, so as to ensure that votes reach the Scrutinizer on or before 5.00 P.M. on the **15th April, 2017**, ("Last Date"). However, envelopes containing Postal Ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted.

Please note that any postal ballot form(s) received after the Last Date (i.e. 5.00 P.M. 15/04/2017) will be treated as not having been received.
14. Shareholders who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form sent along with the email or download from the link <https://www.evoting.nsdl.com/> or from the website of the Company www.countryclubindia.net, fill in the details and send the same to the Scrutinizer.
15. The documents referred to in this notice and explanatory statement are open for inspection by the shareholders at the registered office of the Company on all working days of the Company (except Saturdays, Sundays and any Public Holidays) between 11 A.M. to 5.00 P.M. up to 15th April, 2017.

E-VOTING FACILITY

Process and Manner for members opting for e-voting is as under:-

Members are requested to follow the instructions below to cast their vote through e-voting:

- a. Open your web browser during the voting period and log on to the e-voting website <https://www.evoting.nsdl.com>
- b. Click on "Shareholder-Login:
- c. Put user ID and Password noted in step (a) above as the initial password. Click

- login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- d. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
 - e. Home page of “e-voting” opens. Click on “e-voting”: Active Voting Cycles.
 - f. Select “EVEN (E-Voting Event Number)” of **Country Club Hospitality & Holidays Limited**. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - g. Now you are ready for “e-voting” as “Cast Vote” Page opens.
 - h. Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Kindly note that vote once cast cannot be modified.
 - i. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : scrutinizer@countryclubmail.com with a copy marked to evoting@nsdl.co.in.
 - j. The e-voting period will commence on Friday, March 17, 2017 (09:00 A.M.) and end on Saturday, April 15, 2017 (5:00 P.M) (both days inclusive). During this period members, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter. Please note that once the vote on a resolution has been cast, members cannot change it subsequently.

In case of any queries you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of <https://www.evoting.nsdl.com> or contact NSDL by email at evoting@nsdl.co.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013:

Item # 1: Revision in terms of Remuneration Sri Y. Varun Reddy (DIN: 01905757) as Vice-Chairman, JMD & COO:

Sri Y. Varun Reddy, was re-appointed as the Vice-Chairman, Joint Managing Director & COO by the Members of the Company at the 25th Annual General Meeting held on 30th September, 2016 for a period of 5 years.

He is the promoter 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 revise the remuneration of Sri Y. Varun Reddy for a further period of 3 years w.e.f 1st April, 2017 to 31st March, 2020 on the same terms and conditions as mentioned in the resolution.

The revision of remuneration and the terms of remuneration payable to Sri Y. Varun Reddy, as Vice-Chairman, Joint Managing Director & COO of the Company requires the approval of Members in General Meeting pursuant to Section 196 of the Companies Act, 2013. Hence the Members approval is being sought for the said resolution.

I. GENERAL INFORMATION:

1	Nature of industry	HOSPITALITY & HOLIDAYS		
2	Date or expected date of commencement of commercial production	Commercial Operations of the Company have started during the year 1991		
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	2015-16 (in lakhs)	2014-15 (in lakhs)	2013-14 (in lakhs)
	Income from Operations (Gross)	29,328.57	27,318.08	32,140.82
	Profit/Loss Before tax	(105.06)	(654.84)	1,175.96
	Profit/Loss after Tax	(1065.01)	(1,129.18)	96.14
5	Foreign investments or collaborations, if any	The Company has made investment in the following overseas subsidiaries:- <ol style="list-style-type: none"> 1. Country Club Babylon Resort Private Limited, Sri Lanka 2. Country Vacations International Limited, Dubai 		

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details:

Mr. Varun Reddy, 32 years, the youngest COO on the Corporate India Circuit, Varun Reddy stepped into the corporate zone in his teens.

Dynamic, Aggressive and Focused, he joined the Country Club part time way back in 2002, and worked part time ever since to don the mantle as Chief Operating Officer in 2006. A Graduate from Rutgers University with a double major in Economics and Communication, he has been responsible for many live projects at Country Club Hospitality and Holidays 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
30,00,000	2.5% of the Net Profits	NIL	30,00,000

3. Recognition or awards: NIL

4. Job profile and his suitability:

Mr. Y. Varun Reddy, as Chief Operating Officer has been responsible for infusing far sweeping changes in the field of technology applications, 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 remuneration as set out in the resolution as follows:

Salary (including HRA)	Commission	Other	Total
36,00,000	2.5% of the Net Profits	NIL	36,00,000

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 Hospitality Industry and has been considered by the Nomination & Remuneration Committee of the

Company at their meeting held on March 3, 2017.

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

As on 31st March, 2016, Mr. Varun Reddy is holding 2081000 Equity Shares of the Company. Except to the extent of his remuneration and shareholding he does not have any other pecuniary relationship with the Company. Sri Y. Rajeev Reddy, Chairman and Managing Director, Sri Y. Siddharth Reddy, Vice-Chairman, Joint Managing Director and Chief Executive Officer and Smt. Y. Manjula Reddy, Director are relatives to him within the meaning of the Companies Act, 2013.

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%.

Item # 2: Revision in terms of Remuneration Sri Y. Siddharth Reddy (DIN: 00815456) as Vice-Chairman, JMD & CEO:

Sri Y. Siddharth Reddy (DIN: 00815456), was re-appointed as the Vice-Chairman, Joint Managing Director & CEO by the Members of the Company at the 24th Annual General Meeting held on 30th September, 2015 for a period of 5 years.

He is the promoter 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 revise the remuneration of Sri Y. Siddharth Reddy for a further period of 3 years w.e.f 1st April, 2017 to 31st March, 2020 on the same terms and conditions as mentioned in the resolution.

The revision of remuneration and the terms of remuneration payable to Sri Y. Siddharth Reddy, as Vice-Chairman, Joint Managing Director & CEO of the Company require the approval of Members in General Meeting pursuant to Section 196 of the Companies Act, 2013, Hence the Members approval is being sought for the said resolution.

I. GENERAL INFORMATION:

1	Nature of industry	HOSPITALITY & HOLIDAYS		
2	Date or expected date of commencement of commercial production	Commercial Operations of the Company have started during the year 1991		
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	2015-16 (in lakhs)	2014-15 (in lakhs)	2013-14 (in lakhs)
	Income from Operations (Gross)	29,328.57	27,318.08	32,140.82
	Profit/Loss Before tax	(105.06)	(654.84)	1,175.96
	Profit/Loss after Tax	(1065.01)	(1,129.18)	96.14
5	Foreign investments or collaborations, if any	The Company has made investment in the following overseas subsidiaries:- 1. Country Club Babylon Resort Private Limited, Sri Lanka 2. Country Vacations International Limited, Dubai		

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details:

Mr. Y. Siddharth Reddy is a natural leader and a thorough bred entrepreneur who stepped into a dream to achieve new levels of corporatism. He was only the 3rd person in his high schools 75 year old history to be appointed to four

leadership positions simultaneously including the Deputy Head Boy. He then went on to become the youngest speaker ever to be invited to speak at various institutions including most at the business school at The University of Texas at Austin.

He worked with Merrill Lynch just before his senior year and refused 5 employment offers with companies like IBM, Intel, etc before he decided to move to India to work with his father. Siddharth joined Country Club Hospitality & Holidays Ltd in 2005 to transform Country Club Hospitality & Holidays Ltd to large size along with his father initially and later on with brother into the huge leisure giant it has become today.

2. Past remuneration:

Presently he is drawing the following remuneration:

Salary (including HRA)	Commission	Other	Total
30,00,000	2.5% of the Net Profits	NIL	30,00,000

3. Recognition or awards: NIL

4. Job profile and his suitability:

Mr. Y. Siddharth Reddy, Vice-Chairman, JMD & CEO has been taking care of Accounts, Finance, Cash Management System & Compliance Departments, Since his tenure as Joint Managing Director, 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 remuneration as set out in the resolution as follows:

Salary (including HRA)	Commission	Other	Total
36,00,000	2.5% of the Net Profits	NIL	36,00,000

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 Hospitality Industry and has been considered by the Nomination & Remuneration Committee of the

Company at their meeting held on March 3, 2017.

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

As on 31st March, 2016, Mr. Y. Siddharth Reddy is holding 3526750 Equity Shares of the Company. Except to the extent of his remuneration and shareholding he does not have any other pecuniary relationship with the Company. Sri Y. Rajeev Reddy, Chairman and Managing Director, Sri Y. Varun Reddy, Vice-Chairman Joint Managing Director and Chief Operating Officer and Smt. Y. Manjula Reddy, Director are relatives to him within the meaning of the Companies Act, 2013.

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%.

Item # 3: Revision in terms of Remuneration Sri Y. Rajeev Reddy (DIN: 00115430) as Chairman & Managing Director:

Sri Y. Rajeev Reddy (DIN: 00115430), was re-appointed as the Chairman & Managing Director by the Members of the Company at the 24th Annual General Meeting held on 30th September, 2015 for a period of 5 years.

He is the promoter 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 revise the remuneration of Sri Y. Rajeev Reddy for a further period of 3 years w.e.f 1st April, 2017 to 31st March, 2020 on the same terms and conditions as mentioned in the resolution.

The revision of remuneration and the terms of remuneration payable to Sri Y. Rajeev Reddy, as Chairman & Managing Director of the Company require the approval of Members in General Meeting pursuant to Section 196 of the Companies Act, 2013, Hence the Members approval is being sought for the said resolution.

I. GENERAL INFORMATION:

1	Nature of industry	HOSPITALITY & HOLIDAYS		
2	Date or expected date of commencement of commercial production	Commercial Operations of the Company have started during the year 1991		
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	2015-16 (in lakhs)	2014-15 (in lakhs)	2013-14 (in lakhs)
	Income from Operations (Gross)	29,328.57	27,318.08	32,140.82
	Profit/Loss Before tax	(105.06)	(654.84)	1,175.96
	Profit/Loss after Tax	(1065.01)	(1,129.18)	96.14
5	Foreign investments or collaborations, if any	The Company has made investment in the following overseas subsidiaries:- 1. Country Club Babylon Resort Private Limited, Sri Lanka 2. Country Vacations International Limited, Dubai		

II. INFORMATION ABOUT THE APPOINTEE:

1. Background details:

Mr. Rajeev Reddy is the Founding Chairman & Managing Director of Country Club Hospitality & Holidays Ltd (CCHHL) - a Multicore Entertainment and leisure Infrastructure conglomerate.

His is the story of vision and hard work, a story typical of an entrepreneur. As a graduate in commerce he decided to endeavor into Real Estate and Construction when he was 21 years old. With minimum capital, Mr. Reddy started a real estate company with name of Amrutha Estates named after his mother in the year 1981. The first ambitious project he undertook was Ashiana, a residential complex consisting of 20 deluxe flats, in the capital city of Andhra Pradesh. Since then he has completed over 25 prestigious projects in Chennai and Hyderabad. Mr. Y. Rajeev Reddy has vast experience in the field of real estate, construction and the lesiure/hotel industry.

2. Past remuneration:

Presently he is drawing the following remuneration:

Salary (including HRA)	Commission	Other	Total
36,00,000	5% of the Net Profits	48,00,000 (Brand Ambassador Fees)	84,00,000

3. Recognition or awards:

ET Inspiring Entrepreneurs of India - 2015 - One of the India's Top 50 Entrepreneurs Award from Economic Times held @ Delhi

In the year 2014, Mr. Y. Rajeev Reddy is listed among the enviable super 100 entrepreneurial Indians in both Middle East and Africa.

4. Job profile and his suitability:

Mr. Y. Rajeev Reddy is the Founder, Chairman & Managing Director and Brand Ambassador of the Company. With a vast experience in Leisure and Hospitality Industry he is representing the Company and introducing the Industry globally.

5. Remuneration proposed:

It is proposed to pay the remuneration as set out in the resolution as follows:

Salary (including HRA)	Commission	Other	Total
1,20,00,000	5% of the Net Profits	48,00,000 (Brand Ambassador Fees)	1,68,00,000

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 Sri Y. Rajeev Reddy, Chairman & Managing Director has been benchmarked with the remuneration being drawn by similar positions in Hospitality Industry and has been considered by the Nomination & Remuneration Committee of the Company at their meeting held on March 3, 2017.

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

As on 31st March, 2016, Mr. Y. Rajeev Reddy is holding 106337986 Equity Shares of the Company. Except to the extent of his remuneration and shareholding he does not have any other pecuniary relationship with the Company. Sri Y. Siddharth Reddy, Vice-Chairman, Joint Managing Director and Chief Executive Officer, Sri Y. Varun Reddy, Vice-Chairman, Joint Managing Director and Chief Operating Officer and Smt. Y. Manjula Reddy, Director are relatives to him within the meaning of the Companies Act, 2013.

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%.

Additional Disclosure about the appointee as per Secretarial Standard - 2:

Full Name	VARUN REDDY	SIDDHARTH REDDY	RAJEEV REDDY
Age	32	34	61
Qualifications	B.A (Eco), B.A (Corporate Communication)	B.A Degree in Finance from University of Texas, Austin	B. com (Hon)
Experience	As stated in back ground details		
Remuneration proposed	36,00,000	36,00,000	1,68,00,000
Remuneration last drawn	30,00,000	30,00,000	84,00,000
Terms and conditions of appointment	As prescribed in the respective resolution's		
Number of Board Meetings attended during the year	6 Board Meetings attended	6 Board Meetings attended	6 Board Meetings attended
Shareholding in the Company	2081000	3526750	106337986
Relationship with other Directors, Manager and Key Managerial Personnel	As stated in the pecuniary relationship item of respective appointee's.		
Directorships and Membership/ Chairmanship of other Boards	12 Directorship and 0 Membership / Chairmanship of other Boards	12 Directorship and 0 Membership / Chairmanship of other Boards	12 Directorship and 0 Membership / Chairmanship of other Boards
Date of first appointment on the Board	29/07/2006	30/07/2005	17/05/1991

By order of the Board

For Country Club Hospitality & Holidays Limited

Date: 3rd March, 2017
Place: Hyderabad

Y. Rajeev Reddy
Chairman & Managing Director
DIN: 00115430

The address to be printed on the self-addressed envelopes

Mrs. RASHIDA ADENWALA

(SCRUTINIZER FOR POSTAL BALLOT)

COUNTRY CLUB HOSPITALITY & HOLIDAYS LIMITED

Office: Country Club Kool, # 6-3-1219, 5th Floor, Begumpet, Hyderabad - 500 016