



why go anywhere else

COUNTRY CLUB

Hospitality & Holidays Limited

26th | Annual Report
2016-2017

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Corporate Information

Board of Directors

Shri Y. Rajeev Reddy	:	Chairman & Managing Director
Shri Y. Siddharth Reddy	:	Vice Chairman, Joint Managing Director & CEO
Shri Y. Varun Reddy	:	Vice Chairman, Joint Managing Director & COO
Shri D. Krishna Kumar Raju	:	Vice Chairman & Director
Smt Y. Manjula Reddy	:	Director
Shri D. Venkata Ratna Kishore	:	Director
Shri K. Satyanarayana Raju	:	Director
Shri Indukuri Venkata Subba Raju	:	Director
Shri Y. Subba Rao	:	Director
Shri Venkateswara Dontireddy Reddy	:	Director

Company Secretary	:	Smt V. Sreelatha
Chief Financial Officer	:	Shri K. Phaneendra Rao

CONTACTS

Registered Office

'Amrutha Castle', 5-9-16,
Saifabad, Opp: Secretariat,
Hyderabad - 500 063

Corporate Office

Country Club Kool,
#6-3-1219, 4th & 5th Floor,
Begumpet, Hyderabad- 500016

Phone: +91 40 6684 8888

Fax: +91 40 6684 3444

Website: www.countryclubindia.net

Registrar and Share Transfer Agents

Aarthi Consultants Private Limited,
1-2-285, Domalguda,
Hyderabad - 500 029

Phone: +91 40 2763 8111

+91 40 2763 4445

Fax: +91 40 2763 2184

Website: www.aarthiconsultants.com

E-mail: info@arthiconsultants.com

Statutory Auditors

M/s. P. Murali & Co.,
Chartered Accounts,
6-3-655/2/3, Somajiguda,
Hyderabad - 500 082

Bankers

Canara Bank

Central Bank of India

Union Bank of India

Vijaya Bank

Bank of India

Oriental Bank of Commerce

Saraswat Co-Operative Bank Limited

Cosmos Co-Operative Bank Limited

National Bank of Fujairah

Listed on

Equity: BSE Limited, Mumbai

National Stock Exchange of India Limited, Mumbai

Book Closure Dates: 23rd September, 2017 to 28th September, 2017 (Both days inclusive)

Country Club Hospitality & Holidays Limited

CIN: L70102AP1991PLC012714

NOTICE is hereby given that the 26th Annual General Meeting of the members of M/s. Country Club Hospitality & Holidays Limited will be held on Thursday, the 28th day of September, 2017 at 12.00 Noon at Crown Villa Gardens, 150, Brigadier Sayeed Road, Opp. Gymkhana Grounds, Secunderabad - 500 003 to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements:
To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.

2. Appointment of Director:

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

3. Appointment of Auditor:

"RESOLVED THAT, pursuant to provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s.Chandra Babu Naidu & Co., Chartered Accountants, Hyderabad, (Firm Registration No. 016016S) be and are hereby appointed as Statutory Auditors of the Company (in place of M/s.P.Murali & Co., Chartered Accountants, Hyderabad (Firm Registration No. 007257S)) for a term of five years commencing from the Company's Financial Year ending March 31, 2018 to hold office from the conclusion of the 26th Annual General Meeting of the Company till the conclusion of the 30th Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held after this Annual General Meeting) on such remuneration plus service tax, out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.

Special Business:

4. 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 subject to the approval of the Central Government and such other consents and permissions as may be required, 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) **VICE-CHAIRMAN, JMD & COO** for a period of 3 (three) years with effect from 1st October, 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. 8,40,000/- (Rupees Eight Lakh Forty Thousand 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."

5. 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 subject to the approval of the Central Government and such other consents and permissions as may be required, 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) **VICE-CHAIRMAN,**

JMD & CEO for a period of 3 (three) years with effect from 1st October, 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. 8,40,000/- (Rupees Eight Lakh Forty Thousand 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."

**For and on behalf of the Board
For Country Club Hospitality & Holidays Limited**

**Place: Hyderabad
Date : 11th August, 2017**

**Y. Varun Reddy
Vice Chairman, JMD & CCO
DIN: 01905757**

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **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.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Corporate Office at Country Club Kool, #6-3-1219, 4th & 5th Floor, Begumpet, Hyderabad- 500016, duly completed and signed, not later than 48 hours before the commencement of the meeting.
3. A Proxy Form is annexed to this Report. Members/Proxies should bring duly filled attendance slips sent herewith for attending the meeting along with the copies of Annual Reports to the Annual General Meeting. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
4. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses with the Company, physical copies of the Annual Report are being sent by the permitted mode. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 23rd September, 2017 to Thursday, 28th September, 2017 (both days inclusive).
6. **Investor Education & Protection Fund:**
The amount which was lying in the Un-claimed Dividend Account of the Company for the FY 2008 - 2009 of Rs. 8,62,721 (Rupees Eight Lakhs Sixty Two Thousand Seven Hundred Twenty One Only) has been transferred to Investor Education & Protection Fund Account (IEPF).
7. **Un-Paid / Un-claimed Dividend Amount:**
Following amounts are lying in the Un-paid / Un-claimed Dividend Account of the Company:

Financial Year	Amount	Due date for transfer of unpaid dividend amount to IEPF
2013 - 2014	271727	29th October, 2021
2012 - 2013	269231	29th October, 2020
2011 - 2012	243578	28th October, 2019
2010 - 2011	233626	29th October, 2018
2009 - 2010	247017	29th October, 2017

8. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, as amended from time to time, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 22nd September, 2017, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of

the Annual Report and before the book closure may approach the CDSL/ RTA for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on Monday, 25th September, 2017 and will end at 5.00 p.m. on Wednesday, 27th September, 2017. The Company has appointed Smt. Rashida Adenwala (Membership No. FCS 4020), Practising Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

9. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

The instructions for shareholders voting electronically are as under:

- (i) The voting period will commence at 9.00 a.m. on Monday, 25th September, 2017 and will end at 5.00 p.m. on Wednesday, 27th September, 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xii) 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.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) **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.**
 - (xix) **Note for Non - Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
1. The results shall be declared within 48 hours from the conclusion of the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
 2. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / M/s. Aarthi Consultants Private Limited, (Unit: Country Club Hospitality & Holidays Limited).

3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and 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 by the members at the AGM.
4. Members holding shares in physical form are requested to notify / send any change in their address to the Company's share transfer agents, M/s. Aarthi Consultants Private Limited, (Unit: Country Club Hospitality & Holidays Limited), 1-2-285, Domalguda, Hyderabad - 500 029, Telangana, or to the Company at its Registered Office with their Folio Number(s).
5. Members holding shares in dematerialised form are requested to notify/send any changes in their address to the concerned Depository Participant (s).
6. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
7. It may be noted that no claim will be entertained against the Company or the Investor Education and Protection Fund in respect of the said unclaimed dividend amount transferred to the fund.
8. Members who hold shares in dematerialized form are requested to write their client ID and DP ID. Those who hold shares in physical form are required to write their Folio Number in the Attendance slip for attending the meeting.
9. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
10. 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.
11. A Statement giving the details of the Director (s) seeking re-appointment in the accompanying notice, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 is annexed thereto.
12. The Companies Equity shares are listed at BSE Limited and National Stock Exchange and the Annual listing fee for the FY 2016-17 has not paid.
13. Section 72 of the Companies Act, 2013 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form SH-13 for initial registration of nomination and Form SH-14 for cancellation and variation of nomination as per Companies Act, 2013 to the Company's R.T.A. This nomination form should be submitted at Registrar and Share Transfer Agent (R. T. A.) as per the address mentioned in the Corporate Governance Report.

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

Item # 4: 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 October, 2017 to 30th September, 2020 on the terms and conditions as mentioned in the resolution.