



COUNTRY CLUB

Hospitality & Holidays Limited

**27th | Annual Report
2017-2018**

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Corporate Information

Board of Directors

Shri Y. Rajeev Reddy	: Chairman & Managing Director
Shri Y. Siddharth Reddy	: ViceChairman, Joint Managing Director & CEO
Shri Y. Varun Reddy	: Vice Chairman, Joint Managing Director & COO
Shri D. Krishna Kumar Raju	: Vice Chairman & Director (upto 13th August, 2018)
Shri D. Venkata Ratna Kishore	: Director
Shri K. Satyanarayana Raju	: Director
Shri Y. Subba Rao	: Director
Smt. Mamatha Madhavi	: Director (from 7th March, 2018)

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 C N & Associates,
Chartered Accountants
(Formerly known as
M/s. Chandra Babu Naidu & Co.,)
Plot No.12, "N Heights"
Ground Floor, Software Layout Unit
Cyberabad, Hyderabad- 500081

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: 22nd September, 2018 to 29th September, 2018 (Both days inclusive)

Country Club Hospitality & Holidays Limited
CIN: L70102AP1991PLC012714

NOTICE is hereby given that the 27th Annual General Meeting of the members of M/s. Country Club Hospitality & Holidays Limited will be held on Saturday, the 29th day of September, 2018 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, 2018, 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, 2018, the reports of the Board of Directors and Auditors thereon.

2. Appointment of Director:

To appoint a Director in place of Shri. Y. Varun Reddy (DIN: 01905757), Director who retires by rotation and being eligible offers himself for re-appointment.

Special Business:

3. Appointment of Smt. Mamatha Madhavi Venkateshwara Reddy as a Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and the Articles of Association of the Company, Smt. Mamatha Madhavi Venkateshwara Reddy(08075749), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 7th March, 2018 and who holds the office until the date of ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Smt. Mamatha Madhavi Venkateshwara Reddy as a candidate for the office of director of the Company, be and is hereby appointed as Independent Director on the Board of the Company to hold office for a term upto five consecutive years commencing from 29th September, 2018, not liable to retire by rotation.”

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

Place : Hyderabad
Date : 13th August, 2018

Y. Varun Reddy
Vice Chairman, JMD & COO
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, 22nd September, 2018 to Saturday 29th September, 2018 (both days inclusive).
6. 906680 Equity Shares which was lying in the Un-claimed Dividend Account of the Company for the FY 2009–2010 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	2,70,658	29th October, 2021
2012 – 2013	2,67,862	29th October, 2020
2011 – 2012	2,42,514	28th October, 2019
2010 - 2011	2,32,562	29th October, 2018

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, 21st September, 2018, 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 Wednesday, 26th September, 2018 and will end at 5.00 p.m. on Friday, 28th September, 2018. The Company has appointed Smt. Rashida Adenwala (Membership No. FCS 4020), Practicing 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 Wednesday, 26th September, 2018 and will end at 5.00 p.m. on Friday, 28th September, 2018. 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. 21st September, 2018 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 on or after 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. 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.
8. 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.
9. 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.
10. 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.
11. The Companies Equity shares are listed at BSE Limited and National Stock Exchange and the listing fee for the FY 2018-19 has paid.
12. 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 # 3:

The Board, at its meeting held on 7th March, 2018, appointed Smt. Mamatha Madhavi Venkateshwara Reddy as an Additional Director of the Company with effect from 7th March, 2018, pursuant to Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Smt. Mamatha Madhavi Venkateshwara Reddy will hold office upto the date of ensuing Annual General Meeting. The Company has received the notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Smt. Mamatha Madhavi Venkateshwara Reddy for the office of director.

The Company has received from Smt. Mamatha Madhavi Venkateshwara Reddy (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors)

Rules 2014, and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The resolution seeks the approval of the Members for the appointment of Smt. Mamatha Madhavi Venkateshwara Reddyas Independent Director on the Board of the Company to hold office for a term upto five consecutive years commencing from 29th September, 2018, not liable to retire by rotation in terms of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. A brief profile of Smt. Mamatha Madhavi Venkateshwara Reddy, including nature of her expertise, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015 and revised SS-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) is provided in this Annual Report.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

The Board recommends the resolution set forth in Item no.3 for the approval of the members.

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

**Place : Hyderabad
Date : 13th August, 2018**

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

ADDITIONAL INFORMATION

(As per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and revised SS-2 on General Meetings issued by ICSI)

As required under the Listing Agreement, the particulars of Directors who seek appointment/re-appointment are given below:

1.

Particulars	Details of Directors seeking appointment/re-appointment
Name	Shri. Y. Varun Reddy
DIN	01905757
Age	33 Years
Qualification	B.A (Eco), B.A (Corporate Communication)
Experience	Marketing and Corporate Communication
Terms and conditions of appointment	NIL
Details of remuneration	36,00,000
Last drawn remuneration	36,00,000
Date of first appointment on the board	29th July, 2006
Directorships	Listed Companies: 2 Unlisted Public Companies:8 Private Companies : 2
Membership's/Chairmanship of committees of other Board	NIL
Relationship with other directors, manager or other key managerial personnel of the Company	Son of Shri. Y. Rajeev Reddy, Chairman and Managing Director and Brother of Shri. Y. Siddharth Reddy, Vice Chairman, JMD and CEO
Number of Meetings attended during the year	8
Shareholding in the Company	2081000 Equity Shares of Rs 2/- each consisting of 1.27%

2.

Particulars	Details of Directors seeking appointment/re-appointment
Name	Smt. Mamatha Madhavi Venkateshwara Reddy
DIN	08075749
Age	42 Years
Qualification	Graduate
Expertise	Vast Experience in Management and Administration
Other Directorships	Nil
Shareholding in the Company	Nil
Membership's/Chairmanship of committees of other Board	Nil
Relationship with other Directors, Manager or Key Managerial Personnel	Not applicable
Terms and conditions of appointment	As per the resolution
Justification for appointing appointee as Independent Director	Smt. Mamatha Madhavi Venkateshwara Reddy has vide Experience, and knowledge of Management, Leadership and Business traits