

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

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Date: 3rd November, 2016

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

The Company seeks the consent of the Members for the aforesaid proposal contained in the draft through Special Resolution appended below. Accordingly the draft Special Resolution and Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons for which such resolution are proposed are being sent to you along with the Postal Ballot Form for your consideration.

Kindly accord your assent or dissent, as the case may be, to the above mentioned resolution in the enclosed form. Your assent must be recorded in the box marked "Assent" and dissent in the box "Dissent" by placing a tick mark (✓) in the appropriate column against the resolution.

Mrs. Rashida Adenwala (Membership No. FCS 4020), Practicing Company Secretary has been appointed 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.

Before casting your vote, please read carefully the instructions printed in the postal ballot form and return the form duly completed in the attached self addressed Business Reply Envelope so as to reach the scrutinizer on or before the closing of the working hours i.e. 5.00 P.M. on Monday, 26th December, 2016 at **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") 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 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 **Thursday, 28th December, 2016**. 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 results of postal ballot shall also be announced through newspaper advertisement.

Thanking You,

Yours truly,

For Country Club Hospitality & Holidays Limited

Sd/-

Y. Rajeev Reddy

Chairman & Managing Director

Din: 00115430

Encl: as above

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RESOLUTION TO BE PASSED THROUGH THE POSTAL BALLOT

ITEM NO. 1: Approval for sale/transfer of the Non-Core Assets of the Company:

To Consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution under Section 180(1) (a) of the Companies Act, 2013:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, of the Companies Act, 2013, if any, and the rules framed thereunder (including, the Securities and Exchange Board of India ("SEBI") (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") the memorandum and Articles of Association of the Company and other applicable statutory provisions and regulations, if any, as amended from time to time and subject to such other necessary registrations, consents, permissions, approvals and sanctions required, if any, from any authorities under any laws or regulations or guidelines and subject to such terms and conditions as may be specified by any of them while granting any such approvals and which may be agreed to, in its sole discretion, by the board of the directors of the Company, (hereinafter referred to as Board, which term shall include a duly constituted committee thereof and any person authorized by the Board in this behalf), the consent, authority and approval of the members of the Company, including conformation of actions taken hitherto, be and is hereby accorded, to the board to sell, liquidate, transfer, dispose, assign or cause to be sold, assigned, transferred and delivered the Company's Non - core assets or any other assets of the Company (including properties situated at Chennai, Ahmedabad, Goa, Hyderabad, Bangalore and other vacant lands available with the Company) which are not adding any value to the operations & profitability of the Company, by way of one or more transactions and to one or more Individual/Corporate Entity, not being "related parties" as defined under the Act and/or the Listing Regulations ("Related Parties"), up to a limit not exceeding Rs 150 Crores (Rupees One Hundred and Fifty Crore Only) subject to the market situation and other matters (payable/in cash and/or securities and/or otherwise), and at such time and in such manner (which does not require a change in the shareholding pattern of the Company or issuance of shares to the public shareholders of the Company in any unlisted company), whether by way of business transfer or otherwise to one or more purchasers (not being Related Parties), with effect from such date and on such terms and conditions, and with such modifications as may be required, as the Board may deem fit and appropriate, without any further reference to or approval of the shareholders in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, including actions which may have been taken, as may be necessary, or deemed necessary or incidental thereto, to effect the sale and transfer and to undertake all actions and deeds as may be required in relation to the aforesaid sale/s, including determination of the purchaser(s), manner and mode of sale, consideration for sale, timing of sale, and related matters; finalizing, varying and settling the terms and conditions of the sale to settle and to finalise all issues that may arise in this regard, without further referring to the members of the

Company; to negotiate and finalize all relevant transaction documents (including providing such representations, warranties, indemnities and covenants, as may be required) and to execute, deliver and perform all such transaction documents, other contracts, deeds, undertakings and other documents and subsequent modifications thereto; to file applications and make representations in respect thereof and seek the requisite approvals from the relevant authorities and third parties, including governmental authorities and lenders; to suitably inform and apply to all the concerned authorities, including in respect of the requirements of the Central and/or State Government(s) and/or local authorities; and to take all necessary steps in the matter as it may deem necessary, desirable or expedient, to give effect to the above resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official of the Company or to any Committee of Directors or any other Officer(s)/ Authorized Representative(s) of the Company or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution."

By order of the Board

For Country Club Hospitality & Holidays Limited

Date: 03rd November, 2016
Place: Hyderabad

Y. Rajeev Reddy
Chairman & Managing Director
DIN: 0015430

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Section 102 of the Companies Act, 2013 ("Act"), read with, Rule 22 of the Companies (Management and Administration) Rules, 2014 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 November 4, 2016.
4. The Members whose name appears in the register of members/list of beneficial owners as on November 4th, 2016 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 November 27, 2016 at 10.00 A.M. and closing on December 26, 2016 at 5.00 P.M.
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 November 4th, 2016. The special resolution 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 December 30, 2016 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.

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 Sunday, November 27, 2016 (10:00 A.M.) and end on Monday, December 26, 2016 (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 of the Companies Act, 2013

Item # 1: Approval for sale/transfer of the Non-Core Assets of the Company:

The Board has identified the non-core assets of the company including the properties situated at Chennai, Ahmedabad, Goa, Hyderabad, Bangalore and other vacant lands available which has no value to the operations and profitability of the Company.

Hence the Board has proposed to sell, liquidate, transfer or dispose such non-core Assets of the Company up to a limit not exceeding Rs 150 Crores. The proceeds of the sale/disposal of Rs 150 Crores towards reduction of the debt of the Company or for such purposes as the Board may approve.

In terms of Section 180(1) (a) of the Companies Act, 2013, the Board may sell or dispose the whole of the undertaking or substantially the whole of the undertaking of the company with the consent of the members by way of a special resolution.

The approval of Members is being sought to be obtained under the provisions of Section 110 of the Companies Act, 2013 read with provisions of Companies (Management and Administration) Rules, 2014, through postal ballot as set out in the accompanying Notice.

The Board of Directors is of the opinion that the aforesaid Special Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval. The Directors and Key Managerial Personnel(s) of the Company and their respective relatives may be deemed to be concerned or interested in the above resolution only to the extent of their shareholding in the Company.

By order of the Board

For Country Club Hospitality & Holidays Limited

Date: 3rd November, 2016
Place: Hyderabad

Y. Rajeev Reddy
Chairman & Managing Director
DIN: 00115430